MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 19

THE AMAZING SPIDER-MAN Nos. 193-202
ANNUAL No. 13 & THE SPECTACULAR SPIDER-MAN ANNUAL No. 1
MARV WOLFMAN & KEITH POLLARD

MARVEL

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

VOLUME 19

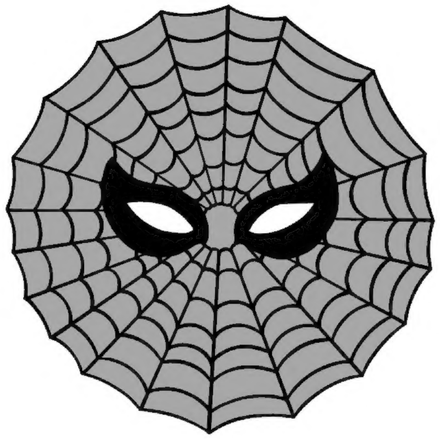
COLLECTING

THE AMAZING SPIDER-MAN Nos. 193-202,

ANNUAL No. 13

& THE SPECTACULAR SPIDER-MAN ANNUAL No. 1

MARV WOLFMAN • KEITH POLLARD



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NOS. 193-202, ANNUAL NO. 13
& THE SPECTACULAR SPIDER-MAN ANNUAL NO. 1

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MARVEL MASTERWORKS

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INTRODUCTION
BY MARV WOLFMAN

I accepted the job of writing *The Amazing Spider-Man* with great consternation. As I've mentioned before, I wanted to write *Fantastic Four*, but Editor in Chief Archie Goodwin—one of the best writers and nicest people I have ever known—wanted me to write Spidey as well. While I thought the FF fit my wheelhouse, I did not believe I could even come close to capturing the wonderful dialogue that Stan Lee had created for the character. Ironically, once I began writing both books I found the FF was a lot harder to do than expected, while I really enjoyed and got into writing Spidey's unique form of banter. Such is life.

I began writing *ASM* with issue #182. You can find my comments on writing that issue through issue #192 in previous *Marvel Masterworks* volume. For this collection I'll discuss issues #193-202 as well that year's Spider-Man annuals.

I always thought Spider-Man worked best when everything in the world was going against him. Perhaps that made him more of the Everyman and not yet another hero in a skin-tight uniform. No matter how bad things got for Peter, at first he would mope and whine, but then, very quickly, he'd refuse to stay down and fight his way back up. Issue #193, written by me and drawn by Keith Pollard was all about making Peter's life the worst that it had ever been.

In our previous issue, Spider-Man was handcuffed with explosives to J. Jonah Jameson and they were forced to spend the day locked together. One minute with JJJ was torture for Spidey. An entire day chained to him would surely make Spidey pray for the explosives to detonate, the sooner the better.

At one point in the story Spidey is knocked unconscious and we saw Jameson reach to remove his mask and learn his secret identity. We changed scenes right there, thereby not showing what followed. Issue #193 picks up later, after the two have been freed from their handcuffs. Spidey has no clue whether or not Jameson removed his mask. All he knew was if JJJ learned the truth, his life would be totally ruined. Poor Peter is driven to distraction not knowing if his identity has been exposed or not.

But that's not all. Peter is fired by the Daily Bugle: he alienates his only friend there, editor Robbie Robertson, by failing to take the pictures Robbie assigned him to take. He screws up his relationship with Mary Jane and she tells him never to bother her again. He fails to stop the villain known as the Fly, and unbeknownst to him, while Aunt May is in the hospital recuperating from her 900th heart attack, a mysterious person has broken into their home, searching for…well, that's not important now. As you can tell, this issue was dedicated to destroying his already fragile life.

But trust me, it's going to get a while lot worse.

Issue #194 is something real special. Although I had, of course, read every issue of *Amazing Spider-Man* as a fan and later as a pro, when I started to write the series I re-read them all again. And the one thing I noticed was Spider-Man did not have any female villains.

I knew Peter could not bring himself to punch out a woman, whereas she'd have no problem cutting him off at the knees. And since this was going to be Spidey's first female antagonist, I knew she had to be something special. And, I think…. *No! I knew*…the Black Cat was very special indeed.

Put a pin in that and let me digress. At the same time I was writing *Amazing Spider-Man*, I was also writing *Spider-Woman*. I was looking around for a new villain for Jessica Drew (a.k.a. Spider-Woman) when I happened to be watching a cartoon by Tex Avery, one of the most brilliant animators ever.

Tex's animation pushed the boundaries like no one other ever had before. The cartoon I was watching was called "Bad Luck Blackie." Go ahead. Google it and watch it. I'll wait.

You're back. Good. I'll wait till you stop laughing.

Anyway, I'm watching this hysterical cartoon and it strikes me that a bad luck character could easily make for a great villainess for Spider-Woman, not just that hapless dog. Of course she'd be called the Black Cat, since the old saying Avery's cartoon was based on is "Never let a black cat cross your path."

I now had a name and a power. For some reason I can't explain, I visualized the Black Cat dressed in an old 1940s noir-movie look, with a long, slinky dress and large brimmed hat. I didn't want to give too much away on the cover, so even before I wrote the story I had our artist, Carmine Infantino, draw a *Spider-Woman* cover with the silhouette of a black cat menacing her.

I decided Black Cat should be a cat burglar to better utilize her name. She also needed a secret identity. Since I had given Spider-Woman the name Jessica Drew, her surname clearly inspired by Nancy Drew, I thought it would be funny if the Black Cat's last name came from the Hardy Boys. Hence: Felicia Hardy.

But before I got too deep into writing my plot I decided I was going to give up writing *Spider-Woman*. I just never felt I had a solid grasp on the character. And since I was already working on *Amazing Spider-Man*, I took Black Cat with me.

Where Spider-Woman was noir, Spider-Man was much more action oriented. So away went the long dress and hat and, courtesy of the always creative Dave Cockrum, in came the wonderful black cat suit everyone knows today. (We had her costume zipped up a lot higher than it is these days.)

Also, I thought BC should be a bit flirty with Spidey since he wouldn't always know how to contend with that. And it worked. Shy Peter Parker had no idea how to deal with her aggressive sexuality. Returning to "Bad Luck Blackie," she also seemed to cause bad luck for others wherever she went. I never wanted to say one way or another whether she actually had bad luck super-powers, if she set up the mishaps, or if it was all coincidence. I wanted to get the readers to decide for themselves.

I knew Black Cat, beyond being Spidey's first female villain, was a good, fun idea, but never in my wildest dreams could I have expected she'd continue to grow in popularity and today be one of the most popular comic con cosplay costumes, mind you with that front zipper edging lower and lower with each passing year.

Issues #194 and #195 featured the Black Cat and also introduced a lot of subplots and characters into Spidey's continually hapless life, including a female reporter named April Maye who became a good foil for him later on. Both issues featured a lot of really solid action and fun characters. All designed to lure the reader into not suspecting what was waiting for them in the final panel of the last page. We knew that last panel would change everything. And it did.

Before I forget, Keith Pollard's art on both these issues (as well as all the others, too) was perfect. I loved working with Keith. He knew how to visually milk the emotions of all our characters while at the same time providing kickass action scenes. He was a great partner, not only on *Amazing Spider-Man*, but *Fantastic Four*, too.

Issue #196's "Requiem," dealt with the aftermath of the last panel of that Black Cat story. Okay, to talk about this is hard without giving away the story, so let me just say:

SPOILER WARNING! SPOILER WARNING! SPOILER WARNING! SPOILER WARNING! SPOILER WARNING! SPOILER WARNING!

If you've never read these stories before and don't want the surprise to be revealed, stop reading this introduction now and read the stories. Then come back. Once again I'll wait.

Hum hummm hum.

More hum hum hum hum.

Okay? Last chance.

So, Peter got a Western Union telegram telling him Aunt May is dead. Deceased. Pushing up daisies. Singing in the choir invisible.

After 900+ heart attacks, May Parker was no more. Someone get bagpipes and play "Amazing Grace."

Stan Lee and Steve Ditko started May's death spiral countdown back in the '60s. Stan and John Romita continued it, as did nearly every Spidey writer since. May suffered many, many, many heart attacks, or at least Peter feared she would. But she kept surviving.

I thought it would be fun to finally do her in. Have the funeral. And really play on Peter's problems. Of course, before I could do this story I had to run it past Stan. When I told him the full plot he enthusiastically gave both thumbs up.

Peter doesn't believe the telegram. He had to see it for himself. As did our readers. They knew for certain there was no way we'd let Aunt May die.

So then we showed everyone the body.

But since Peter is Peter, May's death was only the beginning of his continuous downward spiral.

Because the Kingpin comes back into Spider-Man's life.

If issue #192 was my favorite story in my Spider-Man run, issue #197 is my second favorite.

Where #192's story with Spidey and Jameson cuffed together was intricately plotted, this issue is relatively simple. The story is essentially a big fight. The Kingpin's wife tells Fisk he has 24 hours to wrap up his criminal life or she will leave him. That means only one thing to him: he has one day to kill Spider-Man.

I really love this issue. I think the readers were shocked by the ending, yet it made complete, 100% sense to me and instantly made Fisk a more realistic character than I think he'd been before.

Issue #198 picked up with Spider-Man's broken body being brought to the hospital. Fortunately for him, the doctors there respect his privacy and keep his mask on.

It turns out that an old villain from Spider-Man's past is behind some of Spidey's recent problems, and in this issue our unseen baddie really goes on the offensive. Also, J. Jonah Jameson has always had somewhat of a loose grasp on reality when it comes to the web-slinger. This issue totally pushes him over the edge.

Whereas JJJ had a nervous breakdown in #198, I decided it was time for Peter to finally have a great day in #199. Peter finally realizes he has good friends who care about him, even Flash Thompson, as they come together to console him after Aunt May's death.

Through all the super-villain battles and the scenes of Aunt May's death, other plot points were purposely kept in the background so they'd be ready to explode in Spider-Man's 200th issue, a double-sized spectacular that I am still extremely proud of. All the major storylines come to a head in this one.

One year earlier I had begged Marvel's front office to let me do a double-sized issue to celebrate *Fanastic Four* #200. At that time they didn't think a double-sized book would sell that well. But I kept pushing and they relented. Needless to say, *FF* #200 sold better than any of the other issues had, and that success paved the way for more double-sized books. I didn't have to ask twice to have them approve a double-sized *ASM* #200.

This issue wrapped up many of the plotlines I'd been setting up for the past year plus, and as a special surprise, I got Smiling Stan Lee to write one page of the story; a sort of literary cameo long before Stan started appearing in all the Marvel movies. If you've never read Spidey #200 before I don't want to give anything away. Just read it and enjoy (at least I hope you will).

Issues #201 and #202 brought the Punisher back into Spider-Man's life, but the story also dealt with the ramifications of the previous issue's subplots.

Also featured in this collection is the *Amazing Spider-Man Annual* #13, featuring Doctor Octopus in what has to be one of the strangest Spider-Man stories I had ever written. Drawn by John Byrne, the annual is essentially a mystery for Spider-Man to solve. The answer to the mystery takes Spidey to a place he had never been before, then the story jumps into *Spectacular Spider-Man Annual* #1 by the more than capable Bill Mantlo and Rich Buckler.

I only wrote two more Spider-Man stories after that. They'll be reprinted in the next *Marvel Masterworks* collection, but let me just say issue #203 featured the Dazzler, a real-life singer that Marvel was using in many of their books, and in issue #204 I brought back the Black Cat for another go around. It was already obvious to me that BC had the makings of a really good Spider-Man villain and I wanted to feature her one more time before I left. After those issues I moved on to DC Comics and Denny O'Neil took over *The Amazing Spider-Man*. You'll enjoy his stories in the next *Masterworks* and beyond.

Back in those days talent could only work for Marvel or DC, not both. I very reluctantly had to give up writing Spider-Man. I say reluctantly because I still loved the character and felt I could have written Spidey for many, many years to come. But company policy was company policy, and #204 was my swan song. To this day I still love the Spider-Man character, and those policies have long ago changed. So who knows what the future might bring?

At any rate, if you've bought this collection to relive the stories you read so many years ago, I hope they still work for you. And if you've never read my Spider-Man run before, I hope you like it as much as I still do.

And thank you, Archie Goodwin, for making me write a book I wasn't sure I could do and therefore forcing me to become a better writer. You were the best.

Marv Wolfman
October 12, 2016

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RETURN OF THE FEARSOME FLY!

the AMAZING SPIDER-MAN®

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IF THE *FLY* HAS ALL MY POWERS--

--THEN HOW CAN I EVER *DEFEAT* HIM?

THE ANSWER SHOULD BE *OBVIOUS*, WEB-SLINGER!

YOU CAN'T!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN SCRIPTS/EDITS / KEITH POLLARD LAYOUTS / JIM MOONEY FINISHER / J. COSTANZA, letterer BEN SEAN, colorist / JIM SHOOTER CONSULTANT

THE WINGS OF THE FEARSOME FLY!

SOMETIME LATE LAST NIGHT, THE RAIN TURNED TO SOFT SNOW FLURRIES WHICH SWEEPED ACROSS A SUDDENLY HELPLESS NEW YORK CITY. SLOW MOVING TRAFFIC BECAME HOPELESSLY ENSNARLED. SANITATION TRUCKS EQUIPPED WITH MASSIVE PLOWS FOUND THEMSELVES TRAPPED BEHIND STALLED VOLKSWAGEN RABBITS AND CRIPPLED FORD PINTOS...

DAILY

DOES HE KNOW--?

I'LL NEVER GET ANY SLEEP UNTIL I FIND OUT... DOES J. JONAH JAMESON KNOW THE *TRUTH*?!?

BECAUSE, IF HE DOES, THEN SPIDER-MAN'S CAREER IS *FINISHED!*

FOR AWHILE, IT SEEMED THE ONLY WAY TO GET CROSSTOWN WAS TO DON A DEEP RED AND DARK BLUE COSTUME--

--AND SWING BUILDING-TO-BUILDING IN THE GUISE OF--*SPIDER-MAN!*

LG397

HIS MIDDLE FINGERS CURL INWARD, ACTIVATING THE WEB-SHOOTER HIDDEN BENEATH HIS GLOVE. THEN, AS THE YOUTH LAUNCHES HIMSELF ACROSS THE SNOWBOUND STREET, HIS THOUGHTS RETURN TO YESTERDAY...

HE WAS **ATTACHED** TO JAMESON BY A SHACKLE AND BOMB WHEN THE FEARSOME FLY ATTACKED...*

SPIDER-MAN HAD NO TIME TO FIGHT HIS FLYING FOE, SO HE FEIGNED UNCONSCIOUSNESS AS HE AND JAMESON WERE HURLED FROM THE ROOFTOP.

BUT HE WAS UNABLE TO BREAK HIS FALL, AND SO HE PLUNGED HELPLESS TO THE GROUND BELOW.

*LAST ISSUE.--MARV.

LANDING ATOP SPIDER-MAN, JAMESON RECOVERED FIRST...

AT LAST! THERE'S NOTHING TO STOP ME FROM REMOVING HIS MASK AND FINALLY LEARNING JUST **WHO** IS SPIDER-MAN!

IF HE KNOWS, WHY HAVEN'T I **HEARD** FROM HIM YET?

CAN IT BE HE **DIDN'T** TAKE OFF MY MASK?

NAH! **NOTHING** COULD'VE STOPPED HIM FROM SEEING WHO I REALLY AM.

HE KNOWS... AND FOR SOME REASON HE'S NOT TALKING.

BUT WHAT'S HE PLANNING? **WHAT'S HE PLANNING?**

...THAT'S RIGHT, A **FULL-PAGE BANNER**--"HOW I STOPPED SPIDER-MAN!" BY J. JONAH JAMESON.

IT RINGS! IT SINGS! IT'LL SELL PAPERS!

EVEN THOUGH IT'S NOT THE TRUTH?

ROBERTSON, I'M BEGINNING TO WONDER WHERE YOUR **LOYALTIES** LIE.

SOMETHING BOTHERING YOU, JOE? YOU DON'T LIKE IT HERE ANYMORE? HAS THE **GLOBE** OFFERED YOU A BETTER JOB?

THEY HAVE, BUT I'VE TURNED THEM DOWN.

JONAH, IT'S THIS PERSONAL CRUSADE AGAINST SPIDER-MAN. IT'S WEARING THIN... AND FRANKLY, I THINK YOU'RE **OBSESSED** BY IT.

WHO ASKED YOU, ROBERTSON? THAT WEBBED FINK **KILLED** MY SON. I'LL MAKE HIM PAY! SHORT, SWEET, AND TO THE POINT. **UNDERSTAND?**

MR. JAMESON, PETER PARKER TO SEE YOU.

PARKER? HMMM... SURE, SEND HIM IN, MISS GRANT.

WHY, HELLO, PARKER ...I *ALWAYS* ENJOY SPEAKING WITH MY *EX*-EMPLOYEES. ROBBIE TOLD YOU I HAD YOU *FIRED*, DIDN'T HE?

HE'S PLAYING *CAGEY*... HE'S GOT TO KNOW.

FIRED? I DIDN'T KNOW. UHHH...

JOE, IT SEEMS OUR FRIEND PARKER HERE DOESN'T KNOW I HAD HIM *CANNED*.

JONAH, I... I THOUGHT YOU WERE A BIT *HASTY*. I GAVE HIM ONE LAST CHANCE.

YOU DID, DID YOU? WE'LL HAVE TO SPEAK ABOUT THAT LATER.

ALL RIGHT, PARKER, LET'S SEE THE PHOTOS. WHERE ARE THEY?

HE'S *PLAYING* WITH ME. HE KNOWS I WAS ATTACHED TO HIM ALL EVENING. I COULDN'T GET TO THE *MEN'S ROOM* LET ALONE SNAP SOME PICS.

I... I DON'T HAVE THEM, I WAS ...BUSY.

LET'S SEE IF I HAVE THIS STRAIGHT NOW. YOU *DON'T* HAVE THE PHOTOGRAPHS MR. ROBERTSON ASSIGNED YOU TO TAKE OVER MY ORDERS, AM I RIGHT?

THEY'D BE THE *EGYPTIAN DELEGATION* PHOTOS... THE *SAME* DELEGATION THAT WAS ROBBED BY A COSTUMED CREEP CALLED THE FLY-- THE *SAME* FLY WHO ATTACKED ME... AND SPIDER-MAN, OF COURSE. RIGHT?

GOOD! NOW THAT ALL THE GROUNDWORK'S BEEN LAID, I HAVE TWO BRIEF COMMENTS I WISH TO MAKE.

ONE: JOIN ME IN MY *OFFICE*, ROBBIE. AND TWO:

GET OUT OF HERE, PARKER! YOU'RE FIRED! I NEVER WANT TO SEE YOUR WEASELY FACE IN HERE AGAIN!

OBOY... THIS TIME I THINK HE'S REALLY MAD.

CAN YOU *BLAME* HIM?

SLAM!

ROBBIE, I CAME HERE TO APOLOGI--

DON'T BOTHER! YOU *BEGGED* FOR AN ASSIGNMENT. I DISOBEYED JAMESON'S DIRECT ORDER AND GAVE YOU ONE--

I GAVE YOU YOUR CHANCE, AND FRANKLY, MISTER, YOU *BLEW IT!*

PETER, I STEPPED OUT ON A *LIMB* FOR YOU...

--AND NOW, JAMESON MAY CUT THE WHOLE *TREE* RIGHT OUT FROM UNDER ME.

WANT SOME *ADVICE*, PETER. SAY NOTHING, THIS MESS MIGHT JUST BLOW OVER.

I HOPE SO, GLORY... FRANKLY, I *NEED* THIS JOB.

THEN WHAT HAPPENED, PETE? WHY DID YOU BLOW THE PICS?

GLORY, IT'S A LONG STORY, AND FRANKLY I DON'T HAVE THE *STOMACH* TO TELL IT.

AWWW, WHAT'S THE DIFFERENCE? I DON'T NEED THIS CRUMMY PLACE!

PETER? *PETER!* DON'T LEAVE HERE ANGRY...

NUTS! I'VE NEVER SEEN HIM LIKE THIS BEFORE... IT'S ALMOST AS IF HE'S *GIVEN UP!*

MEANWHILE...

CLOSE THE DOOR BEHIND YOU, JOE.

I THINK IT'S TIME THE TWO OF US HAD A *TALK!*

WAS JAMESON *TOYING* WITH ME? I STILL DON'T KNOW ANYTHING EXCEPT THAT I SCREWED UP *EVERYTHING!*

WHAT'S MORE, JOE'S REALLY *IN DUTCH* WITH JONAH...

WELL, AT LEAST I CAN GET THE PHOTOS HE WANTS... IT MIGHT NOT HELP ME...

...BUT IT SURE WON'T HURT ROBBIE.

SPIDEY WEBS UP HIS PETER PARKER CLOTHING AND ATTACHES IT TO HIS BACK. THEN...

STRANGE THING ABOUT THAT ROBBERY--THE ONLY THING THE FLY STOLE WAS A STANDARD *TICKET* TO ATTEND THE KING TUT EXHIBIT.

FIGURES HE WOULDN'T WASTE TIME WAITING IN LINE LIKE EVERYONE ELSE...

...BUT SINCE I DON'T SEE WINGS AS A CULTURE LOVER, THERE'S GOTTA BE ANOTHER REASON FOR HIS SCORE.

HE CAN'T INTEND TO *ROB* THE MUSEUM...

THAT TUT STUFF HAS MORE GUARDS THAN THE HULK HAS MUSCLES!

I DON'T BELIEVE IT... THE LINE'S CIRCLING THE BLOCK!

YOU GOTTA BE CRAZY TO STAND OUT IN THIS COLD JUST TO SEE SOME BOY-KING'S COFFIN.

LOOK WHO'S TALKING! I DON'T EVEN HAVE AN *OVER-COAT!*

IN ANOTHER TEN MINUTES I'LL BE THE WORLD'S FIRST RED AND BLUE *POPSICLE!*

MEANWHILE, BELOW THE SHIVERING WEB-WEAVER...

SO, SPIDER-MAN IS STILL ALIVE... AND HE *SUSPECTS!*

NOT THAT IT MATTERS ANY. I *CAN'T* FAIL!

NOT EVEN AFTER MAKING MY *GRANDSTAND* PLAY BY ATTACKING THAT EGYPTIAN CREEP!

HMMM... LOOKS LIKE THEY'VE BEEFED UP THE SECURITY. *EXCELLENT!* I WAS HOPING FOR THAT.

THE *MORE* POLICE AROUND TUT, THE BETTER IT IS FOR THE *FLY!*

METROPOLITAN MUSEUM OF ART

AS THE DISGUISED FLY MAKES HIS WAY THROUGH THE FAMED EXHIBIT, LET'S BUNDLE UP AND SEE WHAT SPIDEY'S UP TO NOW...

MY SPIDER-SENSE IS TINGLING... EITHER THE FLY IS AROUND HERE SOMEWHERE--

--OR I'M RAPIDLY GETTING *FROST-BITE!*

SNIFF: I'M GETTING *SOMETHING,* THAT'S FOR CERTAIN.

YEECHH!

THOUGH MOST LIKELY IT'S THAT *FLU* THAT'S GOING AROUND.

JUST GREAT! I'M PROBABLY THE ONLY SUPERHERO IN TOWN WHO CAN RUIN HIS UNION SUIT WITH A *RUNNY NOSE!*

"CAN'T TELL IF THE FLY'S OUT HERE. FOR ALL I KNOW, HE MIGHT ALREADY BE **INSIDE**...

"...DOING HEAVEN KNOWS WHAT!"

SPIDEY'S THOUGHTS LEAD US TO CHECK IN ON OUR BUZZING BADDIE AS HE SURREPTITIOUSLY WANDERS BY A GREAT GOLDEN STATUE.

...PLACES A SMALL, INNOCUOUS PACKAGE BEHIND IT--

--THEN QUIETLY **LEAVES!**

DYIN' TO COP SOME OF THAT STUFF--PROBABLY THE BIGGEST HEIST SINCE THE **BRINKS JOB**--

--BUT I THINK I'LL LET SOMEONE **ELSE** TACKLE THAT. I GOT MY OWN WORRIES.

AS WE LEAVE YOU WITH SEVERAL QUESTIONS TO PONDER, LET'S LOOK IN ON A FAMILIAR HOME IN FOREST HILLS, QUEENS...

THIS HOUSE BELONGS TO THE AILING MAY PARKER, BUT HAS, FOR THE PAST SEVERAL WEEKS, BEEN RENTED OUT TO A MAN WHO WILL PLAY AN EVER-INCREASING ROLE IN THE DRAMA THAT FOLLOWS...

IT'S **NOT** HERE...

BUT IT'S GOTTA BE!

ONLY I'VE RIPPED EVERYTHIN' APART. BLAST! THERE AIN'T A WALL LEFT STANDIN' THAT I HAVEN'T **POKED** THROUGH.

SO, WHERE IS IT?

UNDER THE **FLOOR-BOARDS**..?

N-NO... NOT HERE. BLAST. IT'S GETTIN' HOT AN' STUFFY! ONLY I CAN'T REST. NOT NOW.

MAYBE THE OLD LADY **STASHED** IT?

SHE COULD'A FOUND IT AN' PUT IT SOMEWHERE ELSE.

SO THAT MEANS I GOTTA FIND HER--AND GET HER TO TALK... **ONE WAY OR ANOTHER!!!**

MEANWHILE, WHAT OF MAY PARKER'S ITINERANT NEPHEW, PETER...?

NO WAY TO KNOW FOR SURE, BUT I'VE GOT A STRONG HUNCH WINGS IS WAITING *INSIDE*--

SO THAT'S WHERE YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN'S HEADING TO NOW.

YEP, JUST AS I THOUGHT-- THERE ARE GUARDS *EVERYWHERE*...SO WHAT THE HECK IS THE FLY UP TO?

EVEN IF HE MAKES IT INSIDE, HE'LL NEVER GET OUTTA THIS PLACE IN ONE PIECE.

SUDDENLY...

LOOK UP THERE! IT'S SPIDER-MAN!?!

WHAT'S HE DOING HERE?

SAME THING *YOU* ARE, LADY...TAKING IN THE BIG APPLE'S LATEST TOURIST TRAP! DON'T LET ME *BOTHER* YOU... GO RIGHT ON!

GET DOWN HERE, SPIDER-MAN!

SURE, SURE...JUST POINT THOSE PISTOLS IN SOME OTHER DIRECTION, WILLYA?

I HAVEN'T DONE ANYTHING WRONG. I EVEN HAVE A *TICKET* FOR THE SHOW. WANNA SEE IT?

BUT, AS THE WALL-CRAWLER DESCENDS FROM THE CEILING...

SPIDER-MAN'S SET OFF A *BOMB!*

WHAAA--? YOU'RE CRAZY!

BAMFF!

SUDDENLY, SIRENS SQUEAL THROUGHOUT THE MUSEUM, AND...

O'NEIL, YOU STAY HERE! WE'LL CHECK THIS OUT!

SSSSHREEEE

AS THE OTHER GUARDS RACE FOR THE TUT EXHIBIT...

SO IT'S JUST YOU AND ME, O'NEIL. I WAS HOPING ALL YOU GUARDS WOULD RUN DOWN-STAIRS..

...BUT YOU CAN'T HAVE EVERY-THING, EH?

HUNH? WHO ARE YOU?

AS A SONIC BACKLASH RENDERS THE SURPRISED GUARD UNCON-SCIOUS...

THE NAME'S THE FLY, MISTER... THE FEARSOME FLY.

WHAMM

REMEMBER THAT NAME WHEN YOU AWAKEN--

--AND DON'T FORGET TO TELL THE REPORTERS HOW I PULLED THIS OFF.

SETTIN' UP EVERYTHIN' TO MAKE YOU FELLOWS THINK I WAS AFTER THE TUT EXHIBIT--

--ONLY I WAS AFTER THE ART OF DRESDEN SHOW INSTEAD!

READ ABOUT IT IN THE NATIONAL GEOGRAPHIC THE OTHER MONTH! SEEMS IT'S ALMOST AS VALUABLE AS THE BIG SHOW DOWNSTAIRS.

JEWELED STATUES... GOLD CHALICES--EVERY-THIN' WORTH STEALIN' AND FENCIN'!

SO, WHILE EVERYONE'S TRYIN' TO SAVE THE OTHER SHOW FROM A NOISY SMOKE BOMB--

--UP HERE IT'S LIKE SNITCHIN' COOKIES FROM A KID!

MEANWHILE...

CAN'T SEE ANYTHING! BLASTED SMOKE'S TEARIN' MY EYES!

HEY! WHERE'S SPIDER-MAN? I CAN'T SEE HIM!

THAT'S 'CAUSE YOU'RE NOT LOOKING STRAIGHT UP, BUNKIES.

UP AND OUT!

STOP HIM! GET HIM!

BLAST! THEY'RE BLAMING *ME* FOR THIS MESS! FIGURES!

THE WORLD'S BEEN DUMPING ON SPIDEY EVER SINCE I FIRST MADE THE SCENE!

RUN! IT'S SPIDER-MAN! HE'S AFTER US!

NO WAY, CURLY, I GAVE UP COLLECTING MIDDLE-AGED ART-LOVERS *YEARS* AGO!

KING TUT EXHIBIT

NOW WHY DID I SAY THAT? WHY DO I ANSWER EVERYTHING WITH *SARCASM?*

DON'T SHOOT! SOMEONE MIGHT GET IN THE WAY!

LOOK! WHAT'S SPIDER-MAN UP TO NOW?

MY NECK-- IN *TROUBLE.* MOVE, LADY! DON'T YOU SEE THE LEAD FLYING?

ACTUALLY, MAYBE THE FLY'S PERFORMING A PUBLIC SERVICE FOR ME.

IF I CAN PROVE I'M NOT BEHIND *THIS* CATASTROPHE, PEOPLE MIGHT BELIEVE I'M NOT GUILTY OF ALL THE OTHERS AS WELL.

SURE THEY WILL! RIGHT AFTER THEY CONVINCE THEMSELVES *THE THING'S* NOT BIG, BLUE-EYED AND ORANGE!

WHY WASN'T I BITTEN BY A RADIOACTIVE *LIGHTNING BOLT?*

THOR NEVER SEEMS TO FALL INTO TROUBLE THE WAY I DO.

KRASH!

SPEAKING OF FALLING--

FREEZE, WALL-CRAWLER! WE'VE GOT YOU DEAD TO RIGHTS!

DEAD TO *WRONG,* MEATHEAD! *THERE'S* YOUR CULPRIT-- SOARING OFF WITH THE EVIDENCE!

IT'S THE *FLY!* SPIDER-MAN'S RIGHT!

WHAT DO WE DO NOW?

LEAVE WINGS TO ME, GUYS--

WIELDING ALL HIS FANTASTIC SPIDER-POWERS, THE AMAZING WEBBED WONDER MAKES AN AWESOME LEAP...

--I'VE GOT A PERSONAL SCORE TO SETTLE WITH THAT FLYING FREAK!

POK!

LAST STOP, FLY. TIME TO GET O-- WHAA?

YOU DUCKED, BUT HOW DID YOU KNOW I WAS HERE?

I TOLD YOU THE LAST TIME, CREEP! YOU CAN'T SNEAK UP ON A MAN WHO SEES IN EVERY DIRECTION AT ONCE!

OOF! HIS WINGS ARE BEATING ULTRA-FAST! HIS SONIC BACKLASH IS KNOCKING ME AWAY!

NOT THAT HE'LL GET FAR!

A LITTLE TWIST OF THE OL' SPIDER-BOD...

...SOME ACROBATICS THAT WOULD SCARE THE BEJEEBERS OUT OF ANY ORDINARY GUY--

--AND GUESS WHO'S BACK?!?

FOOL! I'VE DROPPED MY BAG!

FLUMP!

GETTING REAL CLUMSY IN YOUR OLD AGE, PAL.

MAYBE WE SHOULD TIE THAT BAG TO YOUR WRIST... LIKE THEY DO MITTENS TO A KID!

YOU'RE INSANE! I'M STRONGER THAN YOU. YOU CAN'T POSSIBLY SURVIVE!

I CAN'T? NOW YOU TELL ME!

WHUMP!

YOU FORGET I WAS CREATED TO *DESTROY* YOU. I CAN MATCH YOUR POWERS ONE FOR ONE--

--ONLY *I* CAN FLY. WHEREAS ALL YOU CAN DO IS *DIE!*

DON'T TRY ANY-THING, FLY. WE WANT *BOTH* OF YOU IN ONE PIECE.

YOU DO? HERE THEN, LET ME *HELP YOU!*

TAKE SPIDER-MAN! HE'S *YOURS!*

WATCH IT! HE'S TOSSING SPIDEY AROUND LIKE HE WAS NOTHING!

HE *IS NOTHING!* ALL OF YOU ARE NOTHING WHEN COMPARED WITH MY POWER!

HE'S GETTING AWAY AGAIN... *SHOOT!*

NO, *DON'T!* YOU COULDN'T STOP HIM EVEN IF YOU HIT HIM.

WHAT ARE YOU GOING TO DO?

CRUNCH

MY *BEST,* HOPE-FULLY!

A MOMENT LATER...

MY EYES! WHAT HAVE YOU DONE? *I CAN'T SEE!*

FAP

ALWAYS COMPLAINING, AREN'T YOU? ALL I DID WAS WEB-UP YOUR HEAD SO EVERYTHING'S AS DARK AS YOUR HEART.

MAYBE I CAN'T SEE, CREEP--BUT I'LL STILL FLY OUTTA HERE!

NOT WITHOUT ME YOU'RE NOT.

I'VE BOOKED FIRST-CLASS WITH THIS FLIGHT--AND I'M *NOT* GETTING OFF BEFORE THE MOVIE ENDS!

BLASTED FOOL! HIS EXTRA WEIGHT IS SLOWING ME DOWN. I CAN'T *CLIMB!*

IF ONLY I COULD SEE... BUT HIS WEBBING'S STUCK ALL OVER MY-- HOLD IT!

THERE, CLEARED OFF ENOUGH TO SEE.

AND WHAT I SEE SPELLS *TROUBLE* FOR YOU, WEB-HEAD!

SO WHAT ELSE IS NEW?

HE'S RIGHT ABOUT *ONE* THING.

IF I DON'T TAKE CHARGE SOON--

--HE COULD SMASH ME INTO ANY-THING HE WANTS TO UNTIL I'M TOO *STUNNED* TO STOP HIM!

THWIP!

CLEO-PATRA'S NEEDLE! LOOKS LIKE A GOOD HITCHING POST TO ME!

SPIDEY'S WEB SPINS OUT AND SNAGS THE THREE-THOUSAND YEAR OLD OBELISK, THEN...

WHERE ARE YOU RUNNING OFF TO, HAND-SOME?

THE *PRISON EXPRESS* DOESN'T LEAVE FOR ANOTHER HOUR!

"SNAP"

WHAT? YOU CAUGHT MY WINGS! I--I CAN'T FLY!

I'M *FALLING!*

THAT'S THE IDEA, BUNKIE.

BUT DON'T WORRY. I'LL CATCH YOU.

BATTER UP... AND IT'S A *FLY* TO CENTER-FIELD!

C'MON, YOU'RE NOT LAUGHING! THESE ARE *JOKES!*

JOKES?

IT ISN'T FUNNY!

SPOK!

UNNNNHHHH!

STUPID CREEP COULDN'T BELIEVE I'M AS STRONG AS HE IS.

NOW HE KNOWS. NOW EVERYBODY WILL KNOW!

IT'S THE FLY! HE'S TAKING OFF!

SPIDER-MAN! ARE YOU ALL RIGHT?

HE SNATCHED THE ***DRESDEN ART***... STEALING THE TUT EXHIBIT WAS ONLY A ***RUSE***.

YOU WERE RIGHT ALL ALONG!

RIGHT? OF COURSE I WAS RIGHT!

MAYBE NOW YOU'LL START TO ***BELIEVE*** ME--

'CAUSE FRANKLY, MISTER--I'M THROUGH BEING EVERY-ONE'S ***FALL-GUY!***

JEFFREY! I DON'T LIKE THE WAY HE ***SAID*** THAT. DON'T LIKE IT AT ALL!

A SHORT TIME LATER, AT PETER PARKER'S CHELSEA PAD...

MAYBE I SHOULDN'T'VE SOUNDED OFF LIKE THAT--

--BUT THIS ***HASN'T*** BEEN THE BEST OF ALL POSSIBLE DAYS!

UH OH--JUST REMEMBERED! I HAD A DATE WITH ***MARY JANE*** LAST NIGHT AND I ***BLEW IT*** BEING TIED UP WITH JONAH!

FRANTIC MOMENTS LATER...

MARY JANE? IT'S PETE! LISTEN, I JUST WANTED TO--

DON'T ***BOTHER,*** PETE... 'CAUSE FRANKLY I'M NOT INTERESTED IN HEARING APOLOGIES.

JUST DO ME ***ONE FAVOR,*** PLEASE--

--FORGET YOU KNOW MY PHONE NUMBER!

BUT... BUT--SHE ***HUNG UP*** ON ME!

I GUESS THAT ***FINISHES*** IT BETWEEN US.

PETER? ARE YOU HERE? YOUR DOOR WAS OPEN AND--OH, THERE YOU ARE.

BETTY! AM I EVER GLAD TO SEE ***YOU*** JUST NOW.

YOU ARE?

ARE YOU ALL RIGHT, PETER? YOU HAD US ALL **WORRIED** WHEN YOU DIDN'T SHOW UP FOR YOUR DIPLOMA.

US? WH-WHAT ARE YOU TALKING ABOUT?

IT WAS A **SURPRISE,** PETE-- THE WHOLE GANG WAS WAITING FOR YOU FOR MORE THAN TWO HOURS.

BUT THEN, SUDDENLY...

I CERTAINLY HOPE YOU'RE ALL RIGHT, PARKER-- BECAUSE I WOULDN'T WANT TO DO THIS TO A SICK MAN!

NED LEEDS?

NED?

TAKE YOUR FILTHY HANDS OFF MY WIFE, PARKER!

NED! STOP IT! DON'T HIT HIM!

GET OUT OF HER LIFE, MISTER-- OR, SO HELP ME, **I'LL KILL YOU!**

SWOK!

YOU DON'T UNDERSTAND... IT'S NOT PETER'S FAULT! I CAME TO HIM!

I DON'T CARE **WHOSE** FAULT IT IS! YOU'RE MY **WIFE**... YOU HAVE NO BUSINESS HANGING AROUND THIS CREEP!

NED, PLEASE LISTEN TO ME...

NO, BETTY-- YOU'RE GOING TO LISTEN TO **ME**... **C'MON!** LET'S GET OUT OF HERE!

AS NED LEADS HIS WIFE AWAY, AN ALREADY ANGRY PETER PARKER EXPLODES WITH RAGE...

THAT'S IT! I'VE HAD IT! I'M FIRED FROM THE BUGLE-- MARY JANE SHUTS ME OUT OF HER LIFE... AND NOW A CREEP LIKE NED LEEDS THINKS I'M HIS PERSONAL PUNCHING BAG!

I'M FED UP WITH IT ALL! I'M NOT GONNA TAKE THIS GARB-AGE ANYMORE!

SLAM!

I'VE NEVER FELT THIS WAY BEFORE... NEVER FELT THAT ALL I WANT TO DO IS GRAB THE FIRST **RAT** I CAN FIND--

--AND SHOW 'IM WHAT SPIDER-MAN CAN **REALLY** DO WHEN HE GETS MAD!

SUDDENLY **THE FLY** GETS ELECTED TO VENT MY RAGE UPON!

WHERE ARE YOU, PUNK? I'M GONNA TAKE THIS ALL OUT ON YOU, MAN!

WHERE ARE YOU?

AND SO, IT IS AN ENRAGED SPIDER-MAN WHO STALKS THE DARKENED CITY STREETS. NO HOOD IS SAFE, NOT THE PENNY-ANTE PICKPOCKET, NOR THE MAJOR-LEAGUE MOBSTER. HE HUNTS THEM ALL DOWN AND PINS THEM TO THE WALL, HIS DEMON EYES FLAMING RED WITH UNABATED ANGER.

WHERE ARE YOU, FLY? WHERE ARE YOU, FLY? WHERE ARE YOU, FLY? WHERE ARE YOU?

THEN...

GRAVIS FLETCHER! I WANT A WORD WITH YOU-- NOW!

OH, MY SWEET HEAVEN--IT'S SPIDER-MAN!

WH-WHAT DO YOU WANT? I--I DIDN'T DO ANYTHING...

YOUR NAME HAS CROPPED UP FROM A DOZEN SOURCES, FLETCHER. EVERYONE SAYS YOU ONCE RAN ERRANDS FOR THE FLY.

YEAH, YEAH... EVERYONE KNOWS THAT. SO WHAT?

SO THIS, PUNK. I WANT HIM. WHERE DOES HE HIDE HIMSELF?

OKAY! OKAY! I'LL TELL YOU... JUST DON'T HURT ME.

BUT, AS SPIDER-MAN LEAVES...

SPIDER-MAN'S BEEN HERE LOOKIN' FOR THE FLY. NOW, LISTEN CLOSE...

MEANWHILE, IN THE OFFICES OF THE **DAILY GLOBE**...

YOU **BUZZED** FOR ME, MR. BUSHKIN?

YEAH, YEAH... HOLD ON A MINNIT, SANDY. **BLAST!** PARKER'S STILL NOT ANSWERING.

LISTEN, K.J. CLAYTON WANTS THE PARKER KID FROM THE BUGLE WORKING HERE.

AND WHAT K.J. WANTS...

...**K.J. GETS!** GO TO PARKER'S PLACE... **WAIT** FOR HIM AND **CONVINCE** HIM TO GET HIS TAIL DOWN HERE.

I'VE GOT A **FIRST ASSIGNMENT** JUST UP HIS ALLEY!

IF YOU'RE WONDERING WHAT THE FIRST ASSIGNMENT IS, LOOK NO FURTHER THAN **FANTASTIC FOUR** #207, ON SALE ANY DAY NOW.

BUT FIRST, BACK TO SPIDEY...

FROM THE DAY MY MERCHANDISERS TOLD ME TO BUG OFF, EVERYTHING'S BEEN TURNING **SOUR** ...MY WHOLE LIFE'S CRUMBLING AROUND ME AND I CAN'T SEEM TO HOLD ANY OF IT TOGETHER.

AUNT MAY'S IN THE NURSING HOME, ONE GIRL'S OUT OF MY LIFE, THE OTHER'S BEEN TAKEN AWAY, ROBBIE'S ANGRY AT ME, AND I DON'T HAVE A JOB OR ENOUGH MONEY TO PAY **LAST MONTH'S RENT!**

ALL I'VE GOT IS ONE GREAT BIG FAT **MAD ON!**

BOY, FLY, I'M COMING FOR YOU... I'M COMING ... AND I WANT YOU **REAL BAD!**

'CAUSE RIGHT NOW YOU'RE THE ONLY CREEP AROUND I CAN REALLY **LET LOOSE** ON WITHOUT TEARING APART!

EH? GUNSHOTS COMING FROM SOMEWHERE BELOW ME. SHOULD I STOP AN' CHECK? NAH! LET THE COPS HANDLE THAT.

I'VE GOT BIGGER FLYS TO SWAT!

BAM BANG

HOLD IT, WHAT'S GOING ON DOWN--?

OH **NO!** DON'T TELL ME! **I DON'T BELIEVE IT!**

IT **ISN'T FAIR!**

WE **GOT** THE FLY! **SHIELD*** WAS RIGHT! THIS GIZMO STOPPED HIM COLD!

YEAH! THAT **TIP** WE GOT FROM OUR CONTACT PAID OFF. WE GOT OUR BIRD... AND HIS LOOT!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION! --MW.

I WANTED HIM! I WANTED TO SMASH HIM!

IT JUST ISN'T FAIR! THAT CREEP WAS MINE! MINE!!

AS SPIDER-MAN IMPOTENTLY SCREAMS AWAY HIS FRUSTRATIONS, LET US CHECK IN ON THE RESTWELL NURSING HOME ON THE SOUTH SHORE OF LONG ISLAND...

MRS. PARKER, YOU HAVEN'T YET TOLD ME--HOW DO YOU LIKE OUR LITTLE HOME?

ARE YOU GETTING ALONG WITH OUR OTHER FRIENDS?

IT CERTAINLY IS RATHER WELL KEPT UP, DR. RINEHART.

IF I HAVE TO BE SOMEWHERE, THIS WILL DO FINE, I GUESS.

AT LEAST I WON'T BE A BURDEN ON ANYONE. MY DEAR PETER DOESN'T NEED A SICK, OLD LADY TO LOOK AFTER, DOES HE, DOCTOR?

I'M SURE YOUR NEPHEW WOULD LOVE TO CARE FOR YOU, MAY.

BUT WE'RE BETTER EQUIPPED TO DO SO IN CASE OF ANY EMERGENCY.

NOW, YOU TAKE IT EASY. I'VE GOT SOME WORK TO DO. THERE ARE ALWAYS BILLS TO SHUFFLE AROUND MY DESK.

AS DR. LUDWIG RINEHART ENTERS HIS SMALL OFFICE...

WHAT? WHO ARE YOU?

GET IN HERE, DOCTOR-- SHUT THE DOOR BEHIND YOU.

THAT WAS REAL TOUCHING OUT THERE, DOC. REAL TOUCHING. Y'SEE, I GOT A PERSONAL STAKE IN THAT GREY-HAIRED OLD BIRD.

I'M THE GUY WHO KILLED MAY PARKER'S HUSBAND.

AND, MISTER, WITH YOUR HELP, I'M GONNA KILL HER, TOO!

NEXT ISSUE: NEVER LET THE BLACK CAT CROSS YOUR PATH!!

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the AMAZING SPIDER-MAN®

TM

FEATURING A STARTLING NEW VILLAINESS!

NEVER LET THE BLACK CAT CROSS YOUR PATH!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN / SCRIPT/EDITS / KEITH POLLARD & FRANK GIACOIA / ILLUSTRATORS / J. COSTANZA / letters / B. SEAN / colors / JIM SHOOTER / consultant

WHO IS THIS MYSTERY WOMAN SCURRYING WITH CAT-LIKE GRACE ACROSS A PRECARIOUSLY THIN STRAND OF WIRE? WHY IS SHE HERE, ABOVE POLICE HEADQUARTERS? WHAT IS SHE AFTER? YOU'LL LEARN SOON ENOUGH, SPIDERPHILE, BUT FOR NOW, BE CONTENT WITH THE FOLLOWING WARNING...

NEVER LET THE BLACK CAT CROSS YOUR PATH!

SPIDER-MAN IS A KILLER

READ ALL ABOUT IT IN YOUR DAILY BUGLE

NO TIME TO WASTE... EVERY MOMENT IS VITAL!

SURE HOPE I'M READY FOR THIS! INVADING POLICE HEADQUARTERS ISN'T EXACTLY THE SAFEST WAY TO BEGIN MY CRIMINAL CAREER!

59TH PRECINCT

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BUT IF I WERE INTERESTED IN SAFETY, I'D'VE GONE IN FOR *SEWING* INSTEAD OF STEALING.

BESIDES, I'VE TRAINED FOR THIS MOMENT FOR ALMOST *TWO YEARS*. ALL MY SENSES HAVE BEEN HONED TO THEIR FINEST. AS FOR MY GYMNASTICS, I'D PUT NADIA COMANECI TO SHAME.

NO ONE AROUND. THEN I WAS RIGHT... THEY'VE ALL GONE FOR THEIR *COFFEE BREAK.*

I REALLY DIDN'T WANT TO *FIGHT* MY WAY THROUGH TO THE FILES AND THEN BATTLE MY WAY OUT AGAIN.

I'D JUST AS SOON *AVOID* TROUBLE NOW.

THEY'LL BE *PLENTY* OF THAT IN JUST A LITTLE WHILE.

HMMM, ORDERLY FILES. THE CIVILIAN SECRETARIES KNOW THEIR JOB.

WHEN ALL THIS IS OVER, I OUGHT TO WRITE A COMMENDATION LETTER TO THE COMMISSIONER ON HOW *EASY* IT IS TO FIND WHAT YOU NEED.

UH OH, FOOTSTEPS COMING DOWN THE HALL... MY CUE TO *LEAVE!*

WITH CANNY PRECISION, SHE NIMBLY DARTS ACROSS A CITY OF NARROW LEDGES AND DANGEROUS ROOFS UNTIL SHE COMES TO REST ON A FAINTLY WAVERING WIND-BLOWN TELEPHONE WIRE...

HMMM... *HMMM.* PERFECT, JUST PERFECT.

I'D SAY TONIGHT'S LITTLE EXERCISE WAS WELL WORTH IT.

NOW TO GO HOME FOR THE NIGHT, HAVE A GOOD SLEEP, AND GET READY FOR TOMORROW'S ACTION.

A DAY PASSES RATHER UNEVENTFULLY. BUT THEN, WHEN EVENING COMES...

THERE HE IS, STEALING *TIRES!*

WHAT A WASTE OF THOSE MARVELOUS *MUSCLES.*

WELL, IF I HAVE ANYTHING TO SAY ABOUT IT, HE WON'T BE WASTING THEM MUCH LONGER.

HEY, BOSS, Y'WANT ME T'LUG OVER S'MORE TIRES? WE STILL GOT ROOM!

NAH, WE GOT ENOUGH, BRUNO.

AN' DIDN'T I TELL YA NOT TA CALL ME BOSS NO MORE?

YEAH, I JUST FERGOT, THAT'S ALL. HEY... HEY! BOSS, Y'HEAR THAT?

GRRRRRR

YEAH... YEAH... SOUNDS LIKE A CAT PURRIN'. S'WHAT?

HOLY CROW! B-BOSS-- IT'S A GIANT CAT! LOOK!

YOU DUMMY! THAT'S JUST A SHADOW! GIANT CAT-- SHEESH!

QUIT SPOOKIN' ME, BRUNO. AN QUIT CALLIN' ME BOSS.

YEAH, SURE, WHATEVER Y'SAY, BOSS.

THE TWO WORK IN SILENCE FOR ANOTHER MOMENT, AND THEN...

BOSS! SOMETHIN'S INSIDE THE TRUCK-- LOOK!

I DON'T BELIEVE IT! ALL THOSE TIRES ARE SPILLIN' OUT!

AN' AFTER I STACKED 'EM REAL NEAT.

BRUNO! GET THESE STUPID THINGS OFF ME.

MY ARTHRITIS WAS ACTIN' UP THIS MORNING. I SHOULD 'A KNEW IT WAS GONNA BE A LOUSY DAY!

HEY, BOSS-- Y'GOTTA LOOK AT THIS... Y'GOTTA!

I'M WARNIN' YA, BRUNO-- QUIT CALLIN' ME BOSS. I'M NOT YER BOSS.

SORRY, BOSS, BUT SOMETHIN'S ON THE TRUCK--LOOK AT THEM GLOWIN' EYES!

THAT GIANT CAT IS BACK!

BUT DON'T WORRY NONE, BOSS--I'LL GET RIDDA IT!

NO, YOU WON'T, BRUNO!

HUNH? IT'S A BROAD!

BRUNO, I TAKE EXCEPTION TO THAT. I'M A WOMAN, A LADY, I'M MANY THINGS--

BUT 'BROAD'? NAH... NOT CLASSY ENOUGH.

BOSS!!!

SORRY, BRUNO, BUT YOUR BOSS HAS ALREADY *RUN OFF.* YOU'RE ALONE NOW.

SO WHY DON'T THE TWO OF US BUILD A NEW PARTNERSHIP, EH? YOU WORK FOR ME.

ME WORK FOR A BROAD?

SURE, AND YOU CAN EVEN CALL ME BOSS IF YOU WANT TO.

HUH? OKAY... SURE... WHY NOT, BOSS?

THE SOUTH SHORE OF LONG ISLAND, AND A TOP-SECRET MILITARY BASE...

THE MOON IS FULL, BUT THE BLACKNESS OF NIGHT SEEMS TO BLANKET EVERYTHING IT TOUCHES IN A DARK, SOMBER SHROUD...

U.S. GOVERNMENT

...INCLUDING ONE 'DOCTOR' BORIS KORPSE, MASTER SCIENTIST AND DEMOLITIONS EXPERT...

HAH! THOSE INEFFECTUAL GUARDS ARE ALL DOLTS OR BLIND OR *BOTH!*

NOT ONE OF THEM SPOTTED ME--NOT ONE WILL KNOW I WAS EVEN HERE.

ALL THEIR MUCH-VAUNTED *SECURITY*, ALL THEIR INTRICATE PLANS TO KEEP OUT SABOTEURS MEANT NOTHING TO ME.

ONLY DOCTOR KORPSE COULD BREAK THEIR TOP-SECRET SECURITY CODES WITH SUCH EASE.

OH, I WOULDN'T SAY THAT.

WHAT? WHO--?

IT IS NOW DAY, SO LET US VISIT A CERTAIN MAY PARKER AT THE RESTWELL NURSING HOME...

YOU'RE LOOKING GOOD, AUNT MAY. THE *REST* SEEMS TO HAVE HELPED.

RESTWELL NURSING HOME

I *FEEL* BETTER, PETER DEAR. I WALK A LITTLE NOW.

I MAY EVEN ENTER THAT *SHUFFLE BOARD* CONTEST NEXT WEEK.

WILL THE MAN WHO GAVE YOU THAT *WINK* BACK THERE BE YOUR PARTNER?

OH, YOU MEAN THAT NICE MR. WILLIAMS? I THINK HE LIKES ME.

THEN HE HAS *EXCELLENT* TASTE.

AUNT MAY, I'VE GOT TO *GO* NOW. BUT I'LL BE BACK. PLEASE TAKE CARE OF YOURSELF.

DON'T WORRY ABOUT ME, DEAR.

I JUST WORRY WHETHER *YOU'RE* DRESSING WARM ENOUGH. THERE IS A *FLU* GOING AROUND, YOU KNOW.

YOUNG PARKER IS LEAVING. BUT HE'LL BE BACK TOMORROW.

HE *DOTES* ON HIS AUNT, WON'T LEAVE HER ALONE FOR TOO LONG. SO CAN'T YOU SEE YOUR *PLAN* WON'T WORK? WHY DON'T YOU LEAVE POOR MRS. PARKER ALONE?

WHY DON'T YOU LEAVE US *ALL* ALONE?

SHUT UP, DOC. UNLESS YA WANT THE FUZZ TA FIND YER BODY FLOATIN' IN THE EAST RIVER.

I WAS LOOKIN' FER SOMETHING WHEN I SHOT THAT PARKER DAME'S HUSBAND-- AN' NOW *SHE* KNOWS WHERE IT IS.

I'M GONNA GET IT, DOC, ONE WAY OR ANOTHER.

NOW, YA SAY THIS KID COMES EVERY DAY, EH? WELL, THAT'S GOTTA *STOP!*

YOU'RE NOT GOING TO *KILL* HIM, ARE YOU?

MEBBE... MEBBE...UNLESS *YOU* COME UP WITH SOMETHIN' BETTER.

NO! I'LL NOT HELP YOU. YOU'RE *INSANE! MAD!*

DON'T DARE CALL ME THAT, DOC... DON'T CALL ME MAD, 'CAUSE I AIN'T. YOU GOT THAT? I AIN'T MAD.

THE DOCS IN PRISON CALLED ME THAT, TOO. BUT I KNOW I AIN'T CRAZY.

RIGHT, DOC? *RIGHT?!!* I AIN'T CRAZY?

YES... YES... YOU'RE NOT CRAZY.

BUT YOU'LL *PAY* FOR THIS, MAN...IN WAYS YOU COULD NEVER IMAGINE!

OKAY, DOC... YOU GONNA HELP ME GET RIDDA THE PARKER KID?

DON'T WORRY ABOUT IT. I'LL TAKE CARE OF HIM.

AND I'LL TAKE CARE OF YOU... JUST AS SOON AS I KNOW WHAT YOU'RE LOOKING FOR.

MEANWHILE, AT THE OFFICES OF THE DAILY BUGLE...

C'MON, BETTY, LET'S HAVE THIS OUT.

WHAT'S PARKER GOT THAT I HAVEN'T?

EXCUSE ME, BETTY. I'M GOING UP TO SEE JAMESON, HOLD ALL MY CALLS.

AS JOE ROBERTSON LEAVES...

WELL? YOU'RE MY WIFE. YOU *OWE* ME AN EXPLANATION! I COME BACK FROM AN ASSIGNMENT AND YOU'RE *GONE!*

THAT WAS THE PROBLEM, NED. YOU WERE *ALWAYS* ON ASSIGNMENT... SOMEWHERE. PETER WAS WITH ME WHEN I *NEEDED* HIM.

NED, I WANT MY HUSBAND AT *HOME*, NOT COVERING A STORY WHO KNOWS WHERE.

JONAH, MAY I SPEAK WITH YOU?

SURE, SURE, SURE, C'MON IN, ROBERTSON. WHAT'S UP?

I WANT TO SHOW YOU TODAY'S *GLOBE!*

WHAT COULD *THAT RAG* HAVE THAT WOULD INTEREST ME?

WHAT? THE TORCH AND SPIDER-MAN-- *TOGETHER!??* WHO TOOK THAT PHOTO? WHY DON'T *WE* HAVE ONE?

READ THE *CREDIT*, JONAH!

...Daily GLOBE

SPIDER-MAN AND HUMAN TORCH FOIL MONOCLE

"PETER PARKER, CHIEF PHOTOGRAPHER!" *WHAT?* THAT MISERABLE LITTLE TURNCOAT! THAT FILTHY GOOD-FOR-NOTHING *TRAITOR!*

I TEACH HIM EVERYTHING HE KNOWS AND WHAT DOES HE DO? HE RUNS OUT ON ME!

YOU *FIRED* HIM. DON'T YOU REMEMBER?

OF COURSE I REMEMBER, AND IF HE WERE HERE NOW I'D FIRE HIM AGAIN!

ROBERTSON, I NEVER WANT TO HEAR HIS NAME SPOKEN IN THIS OFFICE! YOU UNDERSTAND THAT?

GET OUT NOW, LEAVE ME *ALONE!*

I JUST MIGHT *DO* THAT ONE DAY, JONAH.

PARKER! ROBERTSON! WHY DO I ALWAYS HAVE *TROUBLES* ALL AROUND ME?

MAYBE IT'S BECAUSE YOU'RE SO IRRESISTIBLE!

WHAT? YOU!?!

HOW *DARE* YOU COME HERE, YOU STINKING MURDERER? GET OUT! *GET OUT!*

NOT UNTIL WE *TALK*, JAMESON. JUST THE *TWO* OF US.

YOU'LL LISTEN, JONAH, I GUARANTEE IT.

FORGET IT, CREEP. TALK ALL YOU WANT TO, BUT IT WON'T MATTER.

NOT AFTER I'VE UNLEASHED THE SPECIAL SURPRISE I'M PLANNING FOR YOU.

SURPRISE? WH-WHAT DO YOU MEAN?

WOULDN'T YOU LIKE TO KNOW.

ALL RIGHT, FLATHEAD, NO MORE MR. NICE GUY. WHAT DO YOU KNOW?

THREATENING ME, EH? ALRIGHT THEN--

HELP! HELP! SPIDER-MAN IS ATTACKING ME! HELP!

HEY, DON'T SHOUT!

HELP! HE'S MURDERING ME!

TRY IT, YOU WEBBED MURDERER! MY GUARDS WILL SQUASH YOU IF YOU EVEN SHOW YOUR MASK AROUND HERE!

OKAY! OKAY! I'M GOING FOR NOW. BUT I'LL BE BACK.

MR. JAMESON!

DON'T ASK QUESTIONS, MISS BRANT! GET ME DOWN!

IT'S GRANT, MR. JAMESON... GLORY GRANT!

I DON'T CARE IF YOU'RE COU GRANT! HELP ME!

MEANWHILE...

JONAH KNOWS! HE MUST'VE TAKEN OFF MY MASK WHILE I WAS UNCONSCIOUS. HE KNOWS WHO I AM.*

WHAT DO I DO NOW? AND WHAT'S THIS SURPRISE HE'S PLANNING FOR ME?

*SPIDER-MAN #192. --MARV W.

BLAST. I DON'T KNOW IF I'M COMING OR GOING. HE'S GOT ME ALL WORKED UP.

GOTTA CALM DOWN... THINK THINGS THROUGH ...IT'S NOT AS BAD AS IT SEEMS.

SURE...

A QUICK CHANGE TO PETER PARKER, AND SOON AFTERWARDS, IN THE OFFICES OF THE DAILY GLOBE...

PARKER! PARKER! GOOD T'SEE YOU, M'BOY.

HOW YOU DOIN' LAD. YOU HAPPY HERE?

PETER PARKER CHIEF PHOTOGRAPHER

EVERYTHING'S BEEN GREAT, MR. BUSHKIN. NO PROBLEMS.

BARNEY, BOY-- BARNEY! HEY, Y'WANT A CIGAR? HAVANAS!

ER, NO THANKS, MR. BU--ER, BARNEY.

BY THE WAY, LAD, THIS MORNING'S EDITION WAS A **SELL OUT!** K.J. CLAYTON CREDITS ALL TO YOUR PHOTOS.

KEEP UP THE GOOD WORK, PETE. YOU'RE A REAL WONDER!

THANKS, BARNEY, I'LL TRY.

PETER PARKER CHIEF PHOTOG

*NO SOONER DOES BARNEY BUSHKIN LEAVE, THAN PETE WEARILY SLUMPS INTO HIS PLUSHILY CUSHIONED CHAIR. AND BY THE TIME HE RISES ONCE MORE, IT IS **EVENING**...*

YESTERDAY THE WORLD WAS CRASHING IN ON ME.

TODAY, EVERYTHING'S SUNSHINE AND ROSES.

GOT A NEW JOB AND A BOSS WHO THINKS I'M THE GREATEST THING SINCE WHITE BREAD--

--AND AUNT MAY'S RECOVERING FASTER THAN I DARED HOPE.

NOW, IF I COULD ONLY FIND A GIRL WHO--

UH-OH... MY SPIDER-SENSES ARE TINGLING... SOMETHING'S **WRONG!**

HUH? I DON'T BELIEVE IT!

IT'S A **GIRL**... AND SHE'S STEALING MY ACT!

NOT BAD... NOT BAD AT ALL.

AND HER GYMNASTICS ARE NOTHING TO **SNEEZE** AT, EITHER.

BUT WHY DID THE OLE WARNING BELL START RINGING WHEN SHE CAME NEAR?

BETTER **FOLLOW** HER JUST IN CASE.

BESIDES, IF SHE'S CLEAN, MAYBE WE COULD GO OUT ON A **DATE.**

SHE SEEMS TO BE A REAL **SWINGER!**

*AND WITH THAT **TERRIBLE** PUN OUT OF THE WAY, SPIDER-MAN DROPS LOW AND OUT OF SIGHT AS THE ELUSIVE BLACK CAT WEAVES A ZIG-ZAGGED ROUTE DOWN NARROW CITY STREETS AND DARKLY LIT ALLEYS. BUT, FINALLY...*

YOU'RE **EMIL GRECO,** AREN'T YOU?

AND YOU'RE THE **BLACK CAT.** SO LET'S DISPENSE WITH THE INTRODUCTIONS. WE GOT BUSINESS. RIGHT?

I GOT GUNS. YOU GOT **CASH.** DEAL?

WE HAD ONE EVEN BEFORE I GOT HERE.

BUT I WANT TO SEE WHAT I'M BUYING.

US ARMY M16

YOU'RE BUYIN' WHAT YOU ASKED FOR, CAT.

PURCHASE ORDER: TWO .44 RUGER MAGNUMS, TWO GROSS 240-GRAIN CARTRIDGES, ONE .257 WEATHERBY MAGNUM, ONE MARLIN 336-SD CARBINE, ONE .308-CALIBER CARTRIDGE RIFLE. RIGHT?

OH WELL, STRIKE OFF ANY POSSIBLE *DATE*.

SHE'S BUYING A WHOLE *ARSENAL*... AND IT'S SAFE TO SAY IT'S NOT FOR *SKEET SHOOTING*.

AND SO, A MOMENT LATER...

SPIDER-MAN?!?

HI THERE, EVERYONE. I HOPE YOU HAVE *LICENSES* FOR THESE CAP PISTOLS.

OTHER-WISE YOU'RE PROBABLY IN A LOT OF *TROUBLE!*

YOU'RE THE ONE IN TROUBLE, PUNK!

DON'T SHOOT, GRECO, I'LL TAKE CARE OF THE WEB-SLINGER.

C'MON, BOY, FOLLOW THE LEADER!

I DON'T BELIEVE IT... SHE LEAPED OVER MY HEAD FROM A *STANDING POSITION!*

THEY CALL IT, AGILITY, FRIEND.

REALLY? AND ALL THIS TIME I THOUGHT THEY CALLED IT "*FRED!*" LIVE AND LEARN, I ALWAYS SAY.

SAY, GOOD JUMP THERE, SPIDEY.

BUT THEN, THE BLACK CAT IS NO SLOUCH, EITHER.

SEE WHAT I MEAN?

WHOMP!

SHE MOVES FASTER'N I THOUGHT... COULDN'T DUCK IN TIME!

C'MON DOWN HERE, CAT, I WANNA TALK.

YOU WANT ME DOWN, SPIDEY?

SKRDDSH!

YOU GOT ME!

GERONIMO!

FRK!!!

UNGHHH!

A MOMENT LATER...

HURRY UP, GRECO-- I DON'T KNOW HOW LONG HE'LL BE OUT!

I GOT WHAT YOU WANT, NOW SPLIT, LADY.

I GOT A BUSINESS TO RUN. DON'T NEED NO TROUBLE!

BUT YOU GOT IT ANYWAY, PAL!

THAT WAS REAL NASTY WHAT YOU DID BACK THERE. SO NASTY YOU'RE MAKING ME FORGET YOU'RE A WOMAN.

OH, MIND IF I "BUTT" IN, CAT?

YOU'RE BACK-- AGAIN?

YEAH, I ALWAYS TURN UP, JUST LIKE A BAD PENNY. NOW, HOW ABOUT ME ESCORTING YOU DOWNTOWN?

OH, SPIDEY, MUCH AS I'D LOVE TO, I SIMPLY CAN'T!

I'VE REALLY GOT PRESSING BUSINESS TO ATTEND TO.

SORRY, LADY, YOU'RE NOT GOING ANYWHERE.

TSK, TSK... YOU MEN NEVER UNDERSTAND, DO YOU?

THEN PERHAPS IT'S TIME YOU LEARNED!

NEVER LET THE BLACK CAT CROSS YOUR PATH!

AS IF ON CUE...
WHAAA? THE SHELVES OF GUNS... THEY'RE FALLING DOWN ON ME! HOW?
A BIT OF BAD LUCK, I'D SAY...
BAD LUCK FOR YOU, GOOD LUCK FOR ME.
TOODALOO, SWEETS, NICE MEETING YOU. HOPE NOT TO DO IT AGAIN SOON.
WON'T TAKE HIM LONG TO GET FREE... I'D BETTER SCAT!
BESIDES, THE ONE THING I DON'T HAVE NOW IS TIME!
HI THERE, RUNNING OUT ON OUR DATE?
C'MON, SAY SOMETHING, OR HAS THE CAT GOT YOUR TONGUE?
OH NO, LOVE. ON THE CONTRARY... I'M GIVING UP!
ALL RIGHT, WHAT'S THE GIMMICK? NOBODY GIVES UP.
WELL, I AM... HOW COULD LITTLE ME EVER ESCAPE YOU?
YOU'RE SO STRONG, SO POWERFUL.
I'VE ALWAYS ADMIRED YOU, SPIDEY... YOU SHOULD SEE THE SCRAPBOOK I KEEP JUST ON YOU.
HUH? WHAT ARE YOU DOING? LEAVE MY MASK ALONE!
OH, DON'T WORRY. I'M NOT GOING TO UNMASK YOU.
I LIKE THE MEN IN MY LIFE TO BE A LITTLE MYSTERIOUS!
HOLD IT... JUST--

BUT I HAVE TO RAISE YOUR MASK JUST A LITTLE BIT. OTHERWISE, HOW COULD I DO *THIS?*

MMMMMMMM!!

NICE, *REAL* NICE.

WELL, GOT TO GO NOW, LOVE.

HUNH? WAIT A SECOND! *WAIT!*

AS THE FLUSTERED SPIDER-MAN LOWERS HIS MASK...

YOU? WHAT'S GOING ON HERE... WE HAD A REPORT OF DISTURBANCE.

YEAH...YEAH... THERE WAS A LITTLE TUSSLE...

CHECK THE FOURTH FLOOR...A CREEP NAMED EMIL GRECO.

HE'S GOT A *GUN COLLECTION* I'M SURE YOU'RE JUST DYIN' TO SEE.

HEY, HOLD IT, DON'T GO, I'LL NEED A *REPORT!*

ASK GRECO, MAYBE HE'LL WRITE IT FOR YOU.

EVENING PASSES AS WE SHIFT OUR ATTENTIONS TO A LOFT HIGH ABOVE GREENWICH VILLAGE...

BOSS, THESE GUNS AIN'T BAD, BUT I STILL DON'T KNOW WHAT Y'HIRED ME FER.

I DEMAND AN EXPLANATION AS WELL, WOMAN.

DOCTOR BORIS KORPSE IS NO MERE *LACKEY!*

IF YOU WANTED TO KNOW, ALL YOU HAD TO DO WAS ASK.

I'M GOING TO BREAK INTO PRISON... AND YOU BOYS ARE GOING TO *HELP* ME DO IT.

WHAT?!?

AS THE BLACK CAT EXPLAINS HER PLANS TO HER COHORTS IN CRIME, LET'S MOVE AHEAD TO THE NEXT DAY, AND...

...BLAST! DR. RINEHART SAYS AUNT MAY IS GETTING *WORSE*, AND JUST WHEN I THOUGHT SHE WAS IMPROVING.

PARKER!

OH IT'S YOU, LEEDS. I DON'T FEEL LIKE TALKING.

WELL, I DO-- ABOUT BETTY!

I WON'T LET YOU *TAKE* HER FROM ME, PARKER. I WANT HER.

SO *TAKE* HER... JUST DON'T BOTHER ME WITH THE GORY DETAILS. GOT THAT?

OOOF!

MOROSE, THE TROUBLED YOUTH HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY, WHERE...

WELL, WELL, THE PRODIGAL SON RETURNS. WHERE'VE YOU BEEN, MISTER?

DON'T BUG ME, FLASH. I'VE BEEN *BUSY!*

TOO BUSY TO ATTEND THE *LAST* PARTY YOUR FRIENDS PREPARED FOR YOU?

HEY, NOBODY TOLD ME ABOUT IT. I DIDN'T *MEAN* TO SNUB YOU. YOU GET OFF MY CASE, HUH?

C'MON, PETER, WHAT WERE YOU DOING?

CAN'T REVEAL THAT I WAS UP TO MY NECK IN TROUBLE AS SPIDEY. *

*SPIDER-MAN #192.--M.W.

SEEMS TO BE A *LOT* YOU'RE NOT TALKING ABOUT, MISTER.

FLASH IS RIGHT, PETE. WE'RE SUPPOSED TO BE YOUR FRIENDS. YOU CAN TELL US WHAT'S BUGGING YOU.

FRIENDS? THEN WHY THE CROSS EXAMINA-TION?

LISTEN, YOU TWO HAVE YOUR OWN LIVES. STAY OUTTA MINE. GOT THAT?

YEAH, PETE-- I GOT IT.

YOU THINK WE WERE TOO *HARD* ON HIM, FLASH? MAYBE SOMETHING *IS* WRONG.

I DON'T KNOW WITH PARKER. NEVER DID UNDERSTAND HIM.

ONE DAY HE'S A GREAT GUY, THE NEXT AN *ICEBURG!*

AW, C'MON, HARRY-- FORGET HIM. WE'VE GOT A *CLASS!*

FOR THE NEXT HOUR, POST-GRADUATE FORMS ARE FILLED OUT AND FILED. THEN FINALLY PETE HEADS TOWARD HIS OFFICE AT THE DAILY GLOBE...

THINK I CAN SCRAPE UP ENOUGH MONEY TO CALL IN A *SPECIALIST* FOR AUNT MAY.

MR. BUSHKIN WILL *ADVANCE* MY SALARY... ESPECIALLY IF I SNAP SOME PICS OF SPIDER-MAN TONIGHT.

...AND TODAY, THE POLICE FINALLY REVEALED THEIR DOWNTOWN HEADQUARTERS WAS *BURGLAR-IZED* THE OTHER NIGHT.

THE ONLY THING FOUND MISSING WERE FOUR FILES. TWO BELONGED TO EX-CONVICT BRUNO GRAINGER AND DR. BORIS KORPSE, BOTH OF WHOM CANNOT BE FOUND.

A THIRD FILE BELONGED TO WALTER HARDY, THE FAMED 1950'S CAT BURGLAR WHO IS STILL SERVING OUT HIS PRISON SENTENCE--

WANTED

X-J956123

Q-T 5961W

--WHILE THE FOURTH BELONGED TO EMIL GRECO, AN ILLEGAL ARMS SUPPLIER, COINCIDENTALLY CAPTURED TODAY BY THE MASKED ADVENTURER KNOWN AS SPIDER-MAN.

HUH? DID SHE JUST SAY SOMETHING ABOUT SPIDER--? THAT PHOTO-- IT'S GRECO.

HOLD IT ONE SEC-- FOUR MISSING FILES, AND ONE OF THEM TURNS OUT TO BE CREEPY'S.

THAT COULDN'T BE A COINCIDENCE... THE BLACK CAT MUST'VE STOLEN ALL THE FILES, BUT WHY?

AS PETE RUSHES OUT OF HIS OFFICE...

EXCUSE ME, AREN'T YOU PETER PARKER? I'M *APRIL MAYE*, FROM THE CITY ROOM.

GOTTA TELL YOU, PETE, YOUR PIC OF SPIDER-MAN AND THE TORCH WAS *SCRUMPTIOUS!*

I'D LIKE TO TALK TO YOU ABOUT YOUR WORK, PETE... MAYBE OVER LUNCH--?

SORRY! I'M IN A RUSH. CAN'T TALK NOW!

--THE *NERVE!* HE JUST IGNORED ME!

ALL RIGHT, MR. BROWN-EYES PARKER... YOU WON'T IGNORE ME THAT WAY THE *NEXT* TIME WE MEET. THAT MUCH I *PROMISE* YOU!

AND, BEFORE YOU CAN SAY KAREEM ABDUL-JABBAR, A FAMILIAR RED AND BLUE-CLAD FIGURE IS WEB-SLINGING ACROSS THE JUTTING SKYLINE OF NEW YORK...

TWO HOODS MISSING, A THIRD *CAPTURED* BY YOURS TRULY.

I DON'T HAVETA BE MR. WIZARD TO GUESS WHERE THE BLACK CAT'S GONNA STRIKE NEXT.

WALTER HARDY, CAT BURGLAR... WHAT COULD MY FELINE FEMME FATALE WANT WITH HIM?

FROM WHAT THAT T.V. REPORTER SAID, HARDY'S TERMINALLY ILL--

HOW DOES A *SICK MAN* FIT INTO THE BLACK CAT'S PLANS?

AH HA... "DIS MUST BE DE PLACE!"

HARDY'S CELL SHOULD BE RIGHT BELOW ME.

BINGO! WALTER HARDY, I PRESUME?

SPIDER-MAN? WH-WHAT DO *YOU* WANT?

JUST HAVE A FEW *QUESTIONS* I WANNA--

UH-OH-- MY SPIDER-SENSES...

DANGER! *BEHIND ME!*

WELL, WELL, I CERTAINLY DIDN'T EXPECT TO FIND *YOU* HERE, SPIDEY.

SHUCKS, AND HERE I THOUGHT YOU COULDN'T WAIT FOR OUR NEXT DATE.

ACTUALLY, I CAN'T, LOVE... BUT YOU KNOW WHAT THEY SAY ABOUT *BUSINESS BEFORE PLEASURE!!?*

BE A DEAR AND SCAMPER OFF.

I REALLY DON'T WANT TO *KILL* YOU...

...ALTHOUGH I WILL IF YOU GET IN MY WAY.

ALL RIGHT, YOU DOLT. LOWER ME.

HEY, DON'T CALL ME NO NAMES, BORIS, I DON'T LIKE TO BE CALLED NAMES.

AND I DO NOT WISH TO BE CALLED BORIS, YOU NEANDERTHAL!

ADDRESS ME AS DOCTOR KORPSE... AND OBEY MY EVERY WORD!

OH, NO I WON'T. YOU AIN'T THE BOSS.

YOU WOULD OBEY A MERE SNIP OF A GIRL? YOU CONTEMPTIBLE CRETIN.

I UNDERTOOK THIS ASSININE JOB FOR THE MONEY! NOT FOR--AHHH, THE OLD MAN.

LISTEN TO ME, YOU OLD FOOL... HIDE BEHIND YOUR COT... I'M ABOUT TO BLOW YOU FREE.

YES... YES... WHATEVER YOU SAY.

MEANWHILE...

C'MON, CAT, IT'S ALL OVER... YOU CAN'T BUST OUTTA HERE.

OH, BUT I WILL, LOVE... AFTER I GET WHAT I CAME HERE FOR.

WALTER HARDY? HE'S DYING... HE CAN'T HELP YOU.

YOU KNOW I CAME FOR HIM?

SURE, I'M A BUNDLE OF INFORMATION. ASK ME WHAT'S THE CLOSEST STAR, OR HOW TALL'S THE EMPIRE STATE BUILDING, OR EVEN THE ATOMIC WEIGHT OF POPCORN!

I KNOW ALL SORTS OF THINGS.

THEN YOU SHOULD KNOW I'M GETTING OUT OF HERE, SPIDEY--AND YOU'RE NOT.

I'M TOO CLOSE TO FREEING WALTER HARDY FOR YOU TO STOP ME NOW.

PLEASE... DON'T INTERFERE WITH MY PLANS... DON'T MAKE ME REGRET *KILLING* YOU.

AWW, AND AFTER THAT KISS I THOUGHT WE WERE FRIENDS FOR LIFE.

WE COULD'VE BEEN, SWEET-- WE TRULY COULD'VE BEEN.

I WASN'T LYING ABOUT MY *SCRAP-BOOK.*

JUST LIKE I'M NOT LYING ABOUT THIS--

I'M TAKING WALTER HARDY AWAY FROM THIS DEATH TRAP, AND *YOU'RE* NOT GOING TO STOP ME.

T.T.F.N.! LOVE.

THEN, BEFORE SPIDER-MAN CAN MOVE A MUSCLE...

SO PRE-OCCUPIED, DIDN'T NOTICE IT BEFORE-- MY SPIDER-SENSES ARE BUZZING LIKE MAD.

THIS PRISON WALL--IT'S GONNA--

RA-AM-M-M!

B-

KORPSE DID IT... HIS EXPLOSIVES LEVELED THE WALL!

NOW WALTER HARDY CAN BE FREED.

SPIDER-MAN, I'M TRULY SORRY FOR ALL THE *BAD LUCK* YOU'VE BEEN HAVING...

BUT I WARNED YOU BEFORE, DIDN'T I?

NEVER LET THE BLACK CAT CROSS YOUR PATH!

NEXT ISSUE THE **ORIGIN** OF THE BLACK CAT! HER DREADED SECRET--REVEALED! ALL THIS AND THE MOST **SHOCKING ENDING** IN THE MARVEL AGE OF COMICS!

NINE LIVES HAS THE BLACK CAT!

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YOU WON'T BELIEVE IT! THE MOST SHOCKING CLIMAX EVER!

the AMAZING SPIDER-MAN®

TM

THE FRIGHTFUL FINISH OF THE BLACK CAT!

THE TRAGIC DECISION OF BETTY BRANT!

THE FINAL FATE OF AUNT MAY!

...AND THE END OF THE ROAD FOR SPIDER-MAN?

TRULY IT CAN BE SAID... THIS ONE HAS IT ALL!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

MARV WOLFMAN. SCRIPTER/EDITOR · KEITH POLLARD & M. HANDS ILLUSTRATORS · COSTANZA letterer · ROUSSOS colorist · JIM SHOOTER consulting ed.

NINE LIVES HAS THE BLACK CAT!

WHAT'S HAPPENING? A FELINE FEMME-FATALE CALLED **THE BLACK CAT** PROVES TO BE **BAD LUCK** FOR SPIDEY WHEN THE PRISON WALL HE IS SCALING SUDDENLY DECIDES TO--**EXPLODE!**

HATE TO DO THIS TO YOU, SPIDEY, BUT I'D ALREADY **WARNED** YOU--

NEVER LET THE BLACK CAT CROSS YOUR PATH!

LOOK! SHE BROKE INTO HARDY'S CELL! SHE'LL **ESCAPE** WITH HIM!

HEY, YOU-- STOP! **HALT!**

LG449

NO CAN DO, OFFICER... I'M GETTING OUT OF HERE, AND I'M TAKING WALTER HARDY WITH ME!

BRUNO! GRAB HIM! QUICKLY, MAN!

SURE THING, BOSS, PASS 'IM UP!

NOW TO TAKE CARE OF THOSE CLOWNS DOWN IN THE YARD!

HEY! THE WALL'S CRUMBLING! BUT *HOW?*

;CHOKE: TOO MUCH *SMOKE!* CAN'T SEE THEM ESCAPING!

BANG

BAM!

SHE'S GOING OVER THE WALL! *SHOOT!*

BLAM!

TSK, TSK... LOOKS LIKE THE BOYS IN BLUE ARE HAVING A SPELL OF *BAD LUCK!*

C'MON, GUYS, LET'S TAKE *ADVANTAGE* OF IT!

MEANWHILE, UNDER THE DEBRIS IN THE PRISON YARD...

UHHHH... NOW I KNOW HOW *HUMPTY DUMPTY* FELT WHEN, HE FELL OFF THE WALL!

EVERYTHING'S STILL FUZZY... BUT I'M *BREATHING!*

AT LEAST I *THINK* I AM.

MY ARM! PAIN SHOOTING THRU IT!

I--I CAN'T LIFT MYSELF UP WITH IT!

MUST'A *BROKE* IT WHEN THE WALL COLLAPSED ON ME!

JUST GREAT! I TRY AN'STOP A PRISON ESCAPE, AND NOT ONLY DO I BREAK MY ARM, BUT I *FAIL!*

GOOD TO KNOW SOME THINGS DON'T CHANGE--MY LUCK IS *STILL ROTTEN!*

S-SARGE! WHAT DO WE DO WITH *THIS* ONE?

GIVE HIM A HAND, DOOLEY! HE TRIED TO HELP US!

NO! STAND BACK. I CAN DO IT MYSELF!

DON'T WAN'T ANYONE TO KNOW WHAT SHAPE I'M IN.

TOO HARD TO EXPLAIN IF BOTH SPIDEY AND PETER PARKER HAVE BROKEN ARMS AT THE SAME TIME!

EVERY FIBER OF HIS BEING ACHING WITH PAIN, SPIDER-MAN STILL ***STRAINS*** *AT THE DEBRIS PINNING HIM TO THE PRISON GROUNDS...*

AND, IF YOU COULD LOOK BEHIND HIS GRIM RED MASK, YOU WOULD SEE A FACE CONTORTED IN TORMENTED AGONY. BUT, TORTUROUSLY, FINALLY..

I--I DID IT!

ARE YOU ALL RIGHT? YOU LOOK *WEAK!*

I'M FINE... *FINE!*

THWIP

CAN'T LET THEM GET TOO CLOSE... THEY'LL SEE MY SHOULDER'S DISLOCATED!

TAKE IT EASY, GUYS... I'LL TRY 'N TRACK DOWN THAT ESCAPED PRISONER FOR YOU.

NOT CERTAIN, BUT I THINK THEY BOUGHT IT!

MAYBE NOW I CAN LET MYSELF *SCREAM!* LORD, MY ARM'S KILLING ME!

IT'S NO USE... TOO MUCH PAIN!

DOUBLING OVER... CAN'T EVEN *SEE* STRAIGHT!

WORSE THAN THAT-- CAN'T HOLD ONTO MY WEBBING!

NO! I'M FALLING!

GOTTA BLOCK OUT THE PAIN... ACT ON *IMPULSE!*

FLIP OVER... LET MY *LEGS* TAKE THE BRUNT OF THE IMPACT!

DID IT... LANDED ON THIS ROOF-- BUT JUST BARELY.

AN EYELASH TO THE RIGHT AND I'D BE SPIDER-PANCAKES ALL OVER THE BOWERY!

CAN'T GO SWINGING ACROSS TOWN LIKE THIS... BEST BET IS TO GET HOME FAST--

--THEN HAVE THE MEDICAL DEPARTMENT AT SCHOOL SET THE ARM FOR ME.

HOME, SWEET HOME! NOW INTO MY PETER PARKER DUDS AND GET HELP!

MEAN-WHILE, ACROSS TOWN...

THANKS FOR THE ASSIST, BRUNO--

I'LL TAKE CARE OF HIM FROM NOW ON.

BRUNO, BORIS-- YOU'VE BEEN *PAID*, SO LAY LOW, EH?

I'LL GIVE YOU BOYS A CALL WHEN I NEXT NEED YOU.

YOU ALL RIGHT, MR. HARDY?

YES... YES-- BUT WHO ARE YOU?

LATER... LET'S GET YOU AWAY FROM HERE FIRST.

AT LAST, WE'RE ***ALONE!*** NOW, YOU DIMWIT, YOU'LL FOLLOW DR. BORIS KORPSE, AND I WILL--

YOU WILL DO ***NOTHING,*** YOU NON-ENTITY. NOTHING SAVE LISTEN TO ME!

OH YEAH? WE'LL SEE ABOUT THAT, FATSO!

YOU'LL SEE NOTHING, YOU CRETIN. YOU WILL ***LISTEN*** TO MY EVERY WORD!

SHOK!

RISE NOW, DOLTS--YOU NO LONGER WORK FOR THAT WOMAN.

FROM NOW ON, YOU BELONG BODY AND SOUL TO ***ME!***

WHO'S OUR MYSTERY MENACE? YOU'LL HAVE TO WAIT UNTIL NEXT ISSUE TO FIND OUT. BUT, FOR NOW...

JUST TAKE IT EASY... CONSERVE YOUR STRENGTH!

PLEASE... WHO ARE YOU? WHY DID YOU TAKE ME FROM PRISON?

WHEN WE'RE SAFE, YOU'LL LEARN--

WHAT? THE CABLE BROKE!

IT COULDN'T SUPPORT BOTH OUR WEIGHTS!

WE'LL ***FALL!***

SNAP!

TRUST ME... ***TRUST*** ME! A CAT ALWAYS LANDS ON HER ***FEET!***

YOU SHIFTED YOUR WEIGHT... BALANCED YOUR FALL.

I THOUGHT ONLY ***I*** HAD MASTERED THAT TRICK WHEN I WAS--

WHEN YOU WERE THE GREATEST CAT BURGLAR IN HISTORY?

YOU ***KNOW*** ABOUT ME?

AND THAT HOUSE! IT'S ***MINE!*** HOW DID YOU KNOW I LIVED HERE?

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WHO ARE YOU?

THAT'S A QUESTION TO BE ANSWERED LATER, BUT, FOR NOW, LET'S HEAD TO THE CAMPUS AT EMPIRE STATE UNIVERSITY, WHERE...

BLASTED ARM'S STIFF AS A BOARD... BUT DOC McGINTY SAID IT'D BE THAT WAY FOR AWHILE...

ONLY PROBLEM IS, THE **SPLINT** HE USED TO KEEP IT STIFF IS STARTING TO **ITCH** ME LIKE MAD!

...UHHH, SANDWICH, CAKE, COFFEE. THAT'LL BE A BUCK AN' A QUARTER.

NO PROBLEM... EXCEPT THAT I CAN'T HOLD THE TRAY AND REACH MY WALLET AT THE SAME TIME.

HEY, C'MON, KEEP THE LINE MOVIN'!

OKAY! OKAY! I'LL BRACE IT UNDER MY...

...CHIN...?

I--I DROPPED EVERY-THING!

SO? Y'STILL GOTTA **PAY** FOR IT.

WHAT YOU **DO** WITH THE STUFF'S YOUR BUSINESS!

KRASH!

NUTS! I'VE BECOME YOUR FRIENDLY NEIGHBORHOOD **KLUTZ!**

HEY, FLASH-- IT'S MR. GROUCH OF '79!

KNOCK IT OFF, HARRY... I ALREADY **APOLOGIZED** FOR MISSING YOUR PARTY!

I **KNOW** WHAT YOU SAID, PETER!

THERE YOU ARE, PARKER! YOUR LANDLADY SAID YOU'D BE HERE.

REMEMBER WHAT I SAID, NED -- DON'T GET ANGRY!

PETER! WHAT HAPPENED TO YOUR **ARM**?

NED LEEDS?

I **BROKE** IT AVOIDING A CAT!

ALL RIGHT, PARKER -- WE'RE GOING TO END THIS GAME RIGHT NOW. TELL MY WIFE YOU'LL NEVER SEE HER AGAIN!

YOU DON'T HAVE TO, PETER... TELL HIM YOU **CARE** ABOUT ME...

HUNH?

C'MON, PARKER-- I'M GETTING SICK WAITING FOR YOUR ANSWER!

ARE YOU GOING TO STAND BETWEEN BETTY AND ME?

ARE YOU GOING TO **BREAK UP** OUR MARRIAGE!??

NED! FOR GOODNESS' SAKES-- **STOP IT!**

NO! HE'S GRABBED MY BAD ARM! **THE PAIN!**

THAT **TEARS** IT, MISTER-- GET YOUR HANDS OFF ME-- **NOW!**

YOU WANT AN ANSWER, I'LL **GIVE** YOU ONE!

I DON'T WANNA SEE EITHER OF YOU **LOONIES** AGAIN!

WHAT DO YOU MEAN, PETER? WE...WE **CARE** FOR EACH OTHER!

NOW'S MY CHANCE... IF I'M A HEEL, BETTY WILL GO BACK TO NED.

I CAN NEVER BE THE KIND OF HUSBAND BETTY NEEDS.

CARE? DON'T MAKE ME **LAUGH,** BETTY... YOU WERE JUST **CONVENIENT**... YOU SHOWED UP WHEN MARY JANE JILTED ME.

NO! YOU CAN'T MEAN THAT!

DON'T **BET** ON IT, LADY!

FOR A MOMENT, THERE IS STUNNED SILENCE. THEN...

SLAP!

HOW COULD I HAVE BEEN SO **WRONG** ABOUT YOU? HOW COULD YOU SAY WHAT YOU DID?

I--I CAME TO YOU AS A **FRIEND**... OH, WHAT A FOOL I'VE BEEN...!

G'WAN, LEEDS--TAKE HER-- SHE'S **YOURS!**

I DON'T UNDERSTAND YOU, PARKER... BETTY **CARED** FOR YOU... AND NOW YOU MAKE HER FEEL LIKE **DIRT!**

YOU'RE REALLY **LOW,** MAN.

WHAT ARE YOU COMPLAINING ABOUT? I'M OUT OF THE PICTURE.

YOU DON'T UNDERSTAND, DO YOU? BETTY WAS CONFUSED... UNSURE OF HERSELF.

YOU **COULD** HAVE LET HER DOWN GENTLY...

INSTEAD, YOU'VE SHATTERED HER...

...AND I DON'T KNOW IF SHE'LL EVEN LET ME HELP HER PICK UP THE PIECES.

DID I **REALLY** DO IT AGAIN? I--I JUST WANTED TO MAKE BETTY WANT TO GO BACK TO NED.

WHAT'S **WRONG** WITH ME? WHY CAN'T I DO ANYTHING THE RIGHT WAY?

FLASH? HARRY? YOU'RE STILL HERE?

NOT FOR LONG, MISTER! WE'RE LEAVING!

YEAH! THE *AIR* AROUND HERE IS STARTING TO *STINK!*

WE NOW LEAVE THE LONELY, MOROSE YOUTH TO HIS PRIVATE THOUGHTS AS WE LOOK IN ON THE ***RESTWELL NURSING HOME...***

THAT'S CHECK-MATE, MAY, DEAR. THREE IN A ROW.

I'LL *NEVER* GET THE KNACK OF THIS GAME, HENRY.

DON'T LET MAY KID YOU... SHE'S A *PRO!*

OH, HUSH UP, MANNY.

WELL, DOC, YOU GOT YOUR PLAN FOR GETTIN' RIDDA THE PARKER KID?

I DO, AND IT WILL *ASTOUND* YOU...

COME TO MY OFFICE AND I'LL SHOW IT TO YOU.

WHEN I'M DONE, THAT KID WILL NEVER BOTHER US AGAIN!

AND NEITHER WILL *YOU*... ONCE I LEARN WHAT IT IS YOU'RE AFTER!

ONE MYSTERY BREWS... AS FOR THE OTHER...

COMFY? RELAX AND I'LL PUT ON SOME COFFEE FOR YOU...

WHY DID YOU BRING ME HERE? WHY NOW?

SO YOU CAN *DIE* AT HOME WITH YOUR FAMILY... THAT'S WHY.

Y-YOU KNOW ABOUT THAT, TOO? HOW?

I KNOW EVERYTHING ABOUT YOU... I'VE FOLLOWED YOUR CAREER FOR *YEARS...*

I'VE MODELLED MYSELF AFTER YOU!

HAVEN'T YOU GUESSED YET? DIDN'T YOU RECOGNIZE MY VOICE? I'M FELICIA HARDY-- YOUR ***DAUGHTER!***

WHEN I LEARNED YOU WERE DYING, I TRIED TO HAVE YOU SET FREE... BUT THE STATE ***REFUSED*** ...THEY SAID YOU WERE STILL ***DANGEROUS.***

BUT I HAD TO GET YOU OUT... A MAN HAS A RIGHT TO DIE AT HOME!

FELICIA... PLEASE... DON'T TELL ME IT'S YOU... IT CAN'T BE...

OF COURSE IT'S ME, FATHER. MOM MAY HAVE TOLD ME YOU DIED IN A PLANE CRASH YEARS AGO...

I KNOW SHE DIDN'T WANT TO TELL ME YOU WERE THE ***GREATEST*** CAT BURGLAR THE WORLD HAD EVER KNOWN--BUT I FOUND OUT THE TRUTH...

I'VE KNOWN ABOUT YOU ALL ALONG!

I--I LOVED YOU, DAD... I READ EVERYTHING ABOUT YOU... STUDIED MOVIES TAKEN OF YOU... AND, THE MORE I READ ABOUT YOUR DARING EXPLOITS--

--THE MORE I REALIZED I WANTED TO BE LIKE YOU.

"YOU WOULD'VE BEEN PROUD OF THE WAY I TRAINED, DAD. I LEARNED THE MARTIAL ARTS...

"... GYMNASTICS, THE TRICKS OF BURGLARY AND MUCH MORE. IT TOOK YEARS, BUT I PERFECTED YOUR EVERY MOVE... LEARNED YOUR EVERY TRICK.

AND, AFTER YOU'RE GONE, I'LL CONTINUE IN YOUR TRADITION.

FELICIA... PLEASE... LISTEN TO ME...

NO, DAD... YOU'VE GOT TO **REST** NOW.

I WANT TO CHANGE BEFORE MOM COMES HOME... I DON'T WANT HER TO KNOW I'M THE BLACK CAT...

NOT TILL LATER.

FELICIA... DON'T GO... LISTEN TO ME...

I--I WAS THE ONE WHO TOLD YOUR MOTHER TO LIE ABOUT ME...

I DIDN'T WANT YOU TAINTED BY MY EVIL ...DON'T DO THIS, FELICIA... PLEASE DON'T...

FELICIA...?

AS FELICIA HARDY LEAVES HER FATHER'S BEDROOM, SHE HEARS THE CLICK OF THE DOORLOCK, AND...

MOM? YOU'RE HOME? I-I'VE GOT A **SURPRISE** FOR YOU!

WHAT ARE YOU TALKING ABOUT, DEAR?

SEE FOR YOURSELF... HE'S IN THE **BEDROOM!**

HE?

WALTER? I-IS THAT--?

I'LL LEAVE THEM ALONE FOR NOW... THEY'VE GOT SO MUCH TO TALK ABOUT...

...AND SO LITTLE TIME TO DO IT IN.

HI, THERE. ANYONE EVER TELL YOU YOU'RE GORGEOUS WITHOUT YOUR MASK ON?

YOU? HOW DID YOU FIND ME?

WASN'T HARD, ACTUALLY... I CHECKED HARDY'S RECORDS, FOUND OUT HE HAD A ***DAUGHTER*** YOUR AGE WHO LIVED HERE, AND--VOILA!

HERE I AM, READY FOR OUR DATE!

SORRY I COULDN'T BUY YOU ***FLOWERS***--

--BUT THE PAY I GET FOR BEING SPIDEY DOESN'T GO FAR THESE DAYS!

SO HOW ABOUT IT? DINNER, A MOVIE, AND WE NECK ON THE WAY BACK TO PRISON!

FORGET IT, SPIDEY... I TOLD YOU BEFORE: YOU'RE ***NOT*** TAKING ME ANYWHERE!

FWAK

AS FOR MY DAD-- YOU'LL LEAVE HIM ALONE--

--EVEN IF I HAVE TO KILL YOU TO MAKE SURE OF IT!

I WAS A ***FOOL*** TO TRY THIS... BUT ONCE I FIGURED OUT WHERE SHE LIVED, I ***HAD*** TO COME HERE... VENT OFF SOME RAGE!

BUT SHE KICKED MY SHOULDER... AND IT HURTS LIKE BLAZES!

HEY! SHE THREW SOMETHING AT ME!

HER COAT? SHE'S PLAYING GAMES... BUT SO CAN I!

C'MON, CAT-- WE DON'T HAVE TO FIGHT. I KNOW WHY YOU SPRUNG YOUR FATHER--

BUT THAT STILL DOESN'T MAKE IT RIGHT!

RIGHT DOESN'T ENTER INTO THIS, LOVE-- MY FATHER WAS OUT OF THE CAT-BURGLING RACKET FOR ***YEARS*** WHEN THEY CAUGHT UP WITH HIM.

HE WASN'T EVEN RESPONSIBLE FOR THE JOB THEY ARRESTED HIM FOR. WAS ***THAT*** RIGHT?

WAS IT RIGHT FOR HIM TO ***SUFFER*** ALL THOSE YEARS?

WAS IT RIGHT NOT TO GIVE HIM THE DIGNITY OF DYING AT HOME?

PLEASE, SPIDEY LOVE--DON'T STOP ME... I DON'T WANT TO ***HURT*** YOU TO GET MY WAY.

'CAUSE I'M ***GOING*** TO GET IT... NO MATTER WHAT I HAVE TO DO.

SHE'S FAST AND AGILE... AND I'M STUCK WITH A LOUSY BROKEN ARM THAT MAKES IT ALMOST ***IMPOSSIBLE*** TO SWING!

HUNH? SHE'S GONE... AND MY SPIDER-SENSE IS BUZZING LIKE--

SORRY TO ***DROP IN*** ON YOU, LOVE--BUT I CAN'T STAY LONG...

LEAVING ME BEHIND, BEAUTIFUL? SHAME ON YOU!

A GENTLEMAN'S SUPPOSED TO ***ESCORT*** A LADY HOME!

I'D TAKE YOU UP ON THAT OFFER, SPIDEY, BUT WE'RE NOT GOING THE SAME WAY!

I'M GOING HOME, AND YOU'RE GOING ***STRAIGHT DOWN!***

THE WIRE ***SNAPPED!*** BUT HOW?

NEVER MIND HOW-- GOTTA ***SAVE*** MYSELF!

IS HE GONE? DID HE FALL?

NOPE! I'M RIGHT HERE!

HOW DID YOU GET BEHIND ME SO FAST?

AWW, THAT WOULD BE *TELLING*...

...AND US SPIDER TYPES NEVER KICK AND TELL!

OOOF! THAT HURT!

I TOLD YOU BEFORE I KEPT A *SCRAP-BOOK* ON YOU...

I WAS ONE OF THE FEW ON *YOUR* SIDE WHEN THE COPS WERE AFTER YOU!

WE WERE SORT OF *KINDRED SPIRITS.*

BUT MAYBE I *MISJUDGED* YOU, SPIDEY-- YOU'RE JUST LIKE THE COPS!

WATCH THOSE KARATE CHOPS, BEAUTIFUL!

NO, *YOU* WATCH THEM. I'VE GOT BETTER THINGS TO DO!

WHAM

HUH? SHE *FLIPPED* ME OVER!

YOU'VE GOT GOOD FORM, CAT-- ONLY ONE THING'S WRONG--

MY HAIR!!

--YOU'RE FIGHTING ON THE WRONG SIDE!

RIGHT OR WRONG, YOU CAN'T BREAK INTO PRISON AND FREE SOMEONE!

WHUNK

HEY! SHE FELL HARD TO THE GROUND!

WHAT DID I DO TO HER?

CAT! ARE YOU ALL RIGHT?

NOT BAD, CAT... I ALMOST BELIEVED YOU!

ALL RIGHT? I'M NEARLY PERFECT!

FWAK

ALMOST... BUT NOT QUITE!

HUH? INSTEAD OF FALLING YOU SOMERSAULTED OVER!

JUST CALL ME TWINKLE-TOES!

I'D CALL YOU A LOT OF THINGS, LOVE--IF YOU WEREN'T SO CUTE!

WHAM

BUT RIGHT NOW I'D LIKE TO CALL YOU OUT!

NOT ONLY DO I HAVE THE AGILITY OF A CAT--

I'M AS SNEAKY AS ONE, TOO!

BE A DEAR, SPIDEY-- LEAVE US ALONE!

MY FATHER HASN'T GOT MUCH LONGER!

LET HIM LIVE OUT HIS LAST DAYS IN PEACE!

DARN! HE'S NOT GIVING UP!

I'VE GOT TO DO SOMETHING TO STOP HIM!

SHE GOT AWAY, BUT SHE WON'T GO FAR WITH HER FATHER STILL HERE.

JUST A MATTER OF TIME BEFORE I FIND HER. BUT THEN WHAT?

I CAN'T ***BELT*** HER LIKE I DO MY OTHER FOES... BESIDES, THERE'S SOMETHING ABOUT HER THAT I REALLY ***LIKE!***

I'D LIKE TO FIND OUT HOW SHE PULLS OFF SOME OF HER TRICKS!

THOSE GUNS SPILLING ON ME THE FIRST TIME WE MET-- THE PRISON WALL EXPLODING...*

...MY BROKEN ARM...EVEN THAT CABLE SNAPPING. IF I WERE THE SUPERSTITIOUS KIND--

--I'D REALLY BELIEVE THAT BLACK CATS BRING ***BAD LUCK!***

THEY DO, LOVE-- ***THEY DO!***

CAT?

I OVERHEARD YOU, SPIDEY! DID YOU MEAN IT WHEN YOU SAID YOU COULD LIKE ME?

WOK!

IF IT'S TRUE, IT'LL ONLY MAKE THINGS HARDER IF I'M FORCE TO KILL YOU!

HEY! I WASN'T BALANCED-- TRIPPING BACKWARD...

NOTHING TO GRAB ON TO...

OBOY-- THE PLUNGE IS ***STRAIGHT DOWN!***

WHEW... CAUGHT ON, BUT-- ***CAT?!!***

I COULDN'T STOP IN TIME--I'M GOING OVER!

LOOKS LIKE I REALLY ***BLEW*** THIS ONE!

NO! DON'T THINK IT! I WON'T LET YOU FALL! ***I WON'T!***

GOTTA USE ALL MY STRENGTH ...BREAK THE ***SPLINT*** HOLDING MY RIGHT ARM IN PLACE!

GRAB ME, CAT-- HOLD ON TIGHT!

AGGHHH!

TOO MUCH PAIN! IT'S UNBELIEVABLE... I-I'M ***BLACKING OUT!***

CAT! JUMP UP-- DO SOMETHING QUICKLY! CAN'T HOLD ON TO YOU ANY LONGER!

DON'T TRY TO, SPIDEY, YOU DID YOUR ***BEST!***

NOOO!!

I LET GO OF HER! SHE'S ***FALLING!***

JUST LIKE I LET GO OF JOHN JAMESON!

I--I FAILED THEM ***BOTH!***

TAKE CARE, LOVE-- IT WAS ***FUN*** WHILE IT LASTED!

CAT!!

N... NO USE... NO ONE COULD HAVE SURVIVED FALLING ONTO THOSE ROCKY SHOALS!

BLAST IT! I HAD HER IN MY HAND.. BUT IT ALMOST SEEMED AS IF SHE SQUIRMED FREE!

AS IF SHE DIDN'T WANT ME TO SAVE HER!

WHAT AM I THINKING ABOUT? SHE DIDN'T WANT TO DIE.

I SCREW UP AND I'M TRYING TO CONVINCE MYSELF THAT SHE FORCED ME TO LET GO!

ALL SHE WANTED WAS TO HAVE ME LEAVE HER ALONE...

SO, WHY DID I BUTT IN?

WHO APPOINTED ME GUARDIAN OF ALL THAT'S RIGHT? NO ONE-- NO ONE!!

WHEN I FIGURED OUT WHERE THE CAT WAS, I SHOULD'VE LET THE POLICE HANDLE HER.

BUT... BECAUSE I DIDN'T... SOMEONE DIED!

WHEREVER I GO, I SPREAD PAIN AND DISASTER!

SO NOW WHAT? I GO AND TELL HARDY THE DAUGHTER WHO LOVED HIM JUST DIED TRYING TO MAKE SURE HE COULD GO IN PEACE.

I--I-- HARDY'S WIFE... CRYING OVER HIM. HE LOOKS SO STILL!

H-HE'S GONE.

CAT! YOU WANTED YOUR FATHER TO DIE AT HOME. YOU GOT YOUR WISH!

HEAVEN HELP US ALL... YOU GOT YOUR WISH!

TIRED, WEARY, THE TROUBLED SPIDER-MAN TRUDGES HOMEWARD, THE YOUTH'S THOUGHTS AS GLUM AND DARK AS THE SOMBER NIGHT SKIES...

FROM THE DAY UNCLE BEN DIED BECAUSE I WOULDN'T STOP THAT BURGLAR FROM RUNNING PAST ME, EVERY-ONE WHOSE PATH I'VE CROSSED HAS **SUFFERED!**

FROM GEORGE STACY TO GWEN ...FROM JOHN JAMESON TO... TO THE BLACK CAT...

WITH ALL THIS **POWER** AT MY COMMAND, I'VE STILL BEEN **HELPLESS** WHEN IT CAME DOWN TO SAVING THEIR LIVES!

"ALL MY POWER"? **HAH!** WHAT BLASTED GOOD HAS ALL THIS POWER DONE ME?

IT NEVER **GIVES** ME ANYTHING... IT JUST STEALS FROM ME...

STEALS MY FREEDOM... STEALS MY INNER PEACE...

...STEALS AWAY MY SOUL--AND REPLACES IT WITH...WITH DEATH!

EH--? WHAT'S THIS? A **TELEGRAM** FOR ME?

HURRIEDLY, PETER PARKER RIPS OPEN THE PALE YELLOW ENVELOPE AND READS THE FATEFUL MESSAGE WITH A **LUMP** GROWING IN HIS QUIVERING THROAT.

HE IS BEYOND TEARS, BEYOND EMOTION NOW. SUDDENLY HE FEELS VERY EMPTY, AND VERY **USED.**

OUTSIDE, THE DARK STORM CLOUDS GATHER TO ORCHESTRATE A CONCERT OF THUNDER AND LIGHTNING, BUT THEY ARE NOTHING WHEN COMPARED WITH THE TUMULTUOUS TURMOIL BUBBLING WITHIN PETER PARKER'S STRICKEN SOUL...

WESTERN UNION

MR. PETER PARKER... RESTWELL NURSING HOME REGRETS TO INFORM YOU OF THE DEATH OF YOUR AUNT, MAY PARKER THIS MORNING AT 10:30 A.M. STOP...

40¢ CC

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the AMAZING SPIDER-MAN®

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MAY PARKER

REST IN PEACE

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN • MILGROM • MOONEY & GIACOIA • JOHN COSTANZA • BOB SHAREN • JIM SHOOTER
SCRIPT/EDITS LAYOUTS FINISHES LETTERS COLORS CONSULTATIONS

REQUIEM!

ONLY A MOMENT AGO, PETER PARKER READ THE HEART-BREAKING TELEGRAM...

NOW, THE TIRED AND WEARY YOUTH BOILS WITH FURY AS HE WEB-SLINGS ACROSS THE COLD MANHATTAN SKY...

THEY MADE A MISTAKE... SENT ME A TELEGRAM MEANT FOR SOMEONE ELSE!

AUNT MAY *CAN'T* BE DEAD!

PLEASE... PLEASE... SHE CAN'T BE!

LG480

SHOULDER THROBBING WITH PAIN, SPIDEY PAUSES, DRAWS IN A LUNGFUL OF AIR, THEN LAUNCHES HIMSELF SKYWARD..

I FEEL SO *HELPLESS*... BLASTED ARM'S BROKEN... SLOWING ME DOWN!

ALL I WANT IS TO GET TO AUNT MAY'S NURSING HOME... CLEAR UP THIS MISTAKE!

HMMM... COUPLE OF WOULD-BE MUGGERS MUSCLING A MEEK BUSINESS TYPE.

THEY'LL CUT HIM INTO *MINCE MEAT!*

BUT I CAN'T TAKE THE *TIME* NOW... GOTTA GET TO--

BLAST! IF I DON'T DO SOMETHING, EVERYTHING I BELIEVE IN IS *MEANINGLESS!*

BUT IF I DO, I'LL WASTE VALUABLE TIME!

NUTS! HAVEN'T ANY CHOICE... CAN'T LET SOMEONE ELSE DIE BECAUSE OF--*HOLD IT!*

SNIK!

COPS RUNNING UP THE BLOCK...: THEY'LL TAKE CARE OF THIS *MESS*...

THANK GOODNESS! I CAN GET ON WITH *MY* PROBLEMS!

JOE! YOU SEE THAT?

YEAH, SPIDER-MAN PASSED US BY... DIDN'T EVEN TRY'N STOP THESE CREEPS!

HE'S AS BAD AS THE BUGLE'S BEEN SAYING!

SPIDEY SWINGS ON. THEN...

CAN'T KEEP WEB-SLINGING... MY ARM CAN'T TAKE IT!

FORTUNATELY, THIS BUS GOES PAST THE NURSING HOME...

017 WESTCHESTER

THE BUS RIDE SEEMS AGONIZINGLY LONG. BUT FINALLY IT ENDS, AND...

GOTTA GET INSIDE... A QUICK CHANGE, THEN I'LL CLEAR UP EVERYTHING!

WHAT'S WRONG WITH ME? SUDDENLY I FEEL SOMETHING *CRAWLING* INSIDE ME...

M-MY STOMACH'S *CHURNING* IN FEAR!

IT ONLY TAKES A MOMENT FOR THE FRANTIC SPIDER-MAN TO CHANGE INTO A GRIM-FACED PETER PARKER. AND THEN...

WHO'S IN *CHARGE* HERE? WHAT IN BLAZES IS GOING ON?

PETER PARKER? I'M DR. RINEHART, YOUR AUNT'S PHYSICIAN. COME ON IN, LAD.

LOOK HERE, DOC. I GOT THIS STUPID *TELEGRAM*. IT SCARED ME OUT OF MY WITS...

I'M SORRY, LAD... I TRIED CALLING YOU FOR HOURS, BUT THERE WAS NO ANSWER.

WH-WHERE ARE WE GOING?

NO! *NO!* IT CAN'T BE TRUE... BUT IT IS!

IT HAPPENED YESTERDAY MORNING, SON... SHE SUFFERED A MASSIVE CARDIO-INFARCTION.

THERE WAS ABSOLUTELY NOTHING WE COULD DO.

I'M TRULY SORRY, SON, BUT YOUR AUNT MAY HAS DIED.

BUT, DOC... SHE TOLD ME SHE WAS FEELING BETTER.

JUST THE OTHER DAY SHE WAS SAYING...

...OH, GOD...I FEEL SO SICK...

...SO WEAK... SO VERY, VERY HELPLESS...

SON, I KNOW HOW YOU MUST FEEL. BUT SHE DIDN'T SUFFER ANY...

DEATH WAS INSTANTANEOUS.

SON, I KNOW HOW HARD THIS IS FOR YOU, BUT THERE ARE DECISIONS THAT MUST BE MADE.

YOU'VE GOT TO MAKE FUNERAL ARRANGEMENTS. DO YOU HAVE A PRIEST? DO YOU WANT A FULL SERVICE? YOU'VE GOT THE CITY, STATE AND FEDERAL GOVERNMENTS TO CONTACT.

AS YOU KNOW, SHE USED HER HOME TO PAY FOR HER STAY HERE... WE WON'T DISPOSE OF IT IF YOU WISH TO WORK OUT AN ARRANGEMENT WITH US, BUT WE'LL HAVE TO KNOW.

NO! DON'T BOTHER ME NOW!

I--I DON'T WANT TO THINK ABOUT ANYTHING.

YOU HANDLE EVERYTHING... I'LL SIGN FOR IT.

NOW, LEAVE ME ALONE...

I GOTTA GET OUT OF HERE... GOTTA CLEAR MY HEAD...

WITHOUT THINKING, THE DAZED YOUTH STAGGERS BACK TOWARD MANHATTAN AS A THOUSAND MEMORIES FLICKER THROUGH HIS MIND...

AUNT MAY'S BEEN WITH ME EVER SINCE MY PARENTS DIED.

SHE RAISED ME, TAUGHT ME, MADE ME WHAT I AM TODAY!

I... OH, LORD... I JUST CAN'T BELIEVE SHE'S GONE!

I'M SUDDENLY ALL ALONE...

...AND I FEEL SO VERY LOST!

HE STUMBLES ON, UNCERTAIN, OBLIVIOUS TO THE STORM RAGING AROUND HIM...

THOSE FIREMEN... I WAS LIKE THEM ONCE... RUNNING OFF AT A MOMENT'S NOTICE TO SAVE THE LIVES OF PEOPLE I HARDLY EVER KNEW...

I NEVER THOUGHT TWICE WHETHER OR NOT I'D EVER COME BACK...

ALWAYS RUSHING FORWARD... NEVER PAUSING... NEVER APPRECIATING WHAT I HAD.

HOW MANY TIMES DID I TELL AUNT MAY HOW MUCH I LOVED HER?

NOT NEARLY ENOUGH... I'M SURE OF IT.

NOW I'LL NEVER BE ABLE TO TELL HER THAT AGAIN.

ALWAYS SAVING OTHER PEOPLE'S LIVES... PEOPLE I NEVER KNEW...

I KEEP COMING BACK TO THAT.

SAVED DOZENS OF LIVES--

SO WHY, GOD-- WHY CAN'T I EVER SAVE THOSE I LOVE?

THE WEIGHT OF WORLDS LONG GONE PRESS IN ON HIS HUNCHED OVER SHOULDERS. THERE CAN BE NO ANSWER TO HIS QUESTION. NOR DOES THE SORROWFUL YOUTH EXPECT ONE...

AND SO HE WANDERS INTO THE NIGHT, AND WITH EVERY FLASH OF LIGHTNING, A DARK, TRAGIC MEMORY IS REKINDLED...

GWEN STACY... THE GIRL SPIDER-MAN CARED FOR... WHOSE DEATH HE WAS HELPLESS TO PREVENT...

FELICIA HARDY... ALIAS THE BLACK CAT... A VILLAINESS HE DESPERATELY WANTED TO SAVE... BUT SHE, TOO, SLIPPED FROM HIS GRASP...

FINALLY... **BEN AND MAY PARKER...** THE ONLY TWO PEOPLE HE EVER TRULY LOVED...

CAPTAIN GEORGE STACY... WHO KNEW PETER PARKER WAS SPIDER-MAN, BUT TOOK THAT SECRET TO HIS GRAVE...

JOHN JAMESON... THE ASTRONAUT-CUM-MAN-WOLF... WHO VANISHED AFTER SLIPPING THRU SPIDER-MAN'S FINGERS...

AND HE KNOWS NOW THEY ARE BOTH GONE...

...FOREVER...

DAILY BUGLE

JIM-K

AS THE TROUBLED PETER PARKER TRUDGES THRU THE RAIN-SWEPT STREETS, LET US PAUSE A MOMENT AND LOOK IN ON J. JONAH JAMESON...

...THAT'S RIGHT, MR. J! SPIDER-MAN *IGNORED* THE MUGGING ATTEMPT.

THE VICTIM WAS *WOUNDED*, AND THE POLICE SAY HE'S GOT A 50-50 CHANCE.

YOU *SURE* OF YOUR FACTS, MICHAELSON?

POSITIVE, MR. J. I WAS THERE.

ALL RIGHT. THIS IS THE *BIG ONE*, ROBBIE!

HEADLINE BANNER: *SPIDER-MAN IGNORES PLEA FOR HELP!*
SUB-HEADLINE: VICTIM IN CRITICAL CONDITION!

JONAH, YOU DON'T KNOW THE CIRCUM-STANCES...

I'M GETTING *FED UP* WITH YOU, JOE. YOU ON *MY* SIDE OR AREN'T YOU?

JONAH, FIRST YOU CRITICIZE SPIDER-MAN WHEN HE ACTS. NOW YOU'RE DOING IT WHEN HE *DOESN'T!*

YOU'RE NO LONGER *IMPARTIAL*... AND A NEWSPAPERMAN CAN'T AFFORD TO BE BIASED.

YOU DON'T LIKE IT, JOE, YOU KNOW WHAT YOU CAN *DO*.

YES... I'M AFRAID I DO. I'M *QUITTING!*

WHAT? YOU CAN'T MEAN IT? JOE, LET'S TALK THIS OVER...

DON'T TALK TO ME, JONAH. TALK TO A *PSYCHIATRIST!*

YOUR HATRED OF SPIDER-MAN HAS TOTALLY *CONSUMED* YOU!

ROBERTSON! YOU LEAVE NOW, AND YOU'LL NEVER WORK HERE AGAIN. I *SWEAR THAT!*

SLAMM!

I... I... SWEAR TH--;

WE NOW SHIFT OUR ATTENTION TO **WESTCHESTER COUNTY**, JUST NORTH OF THE BIG APPLE...

HEY, WHATTA JOINT. THE **RENT'S** GOTTA BE MURDER.

BRUNO, I **OWN** THIS MAGNIFICENT MANSION--

--EVEN AS I NOW OWN YOU.

NOW LISTEN TO ME... DO AS I SAY, AND I GUARANTEE YOU WILL GROSS MORE FOR THIS ONE EVENING'S LABOR THAN YOU HAVE IN YOUR ENTIRE **LIVES** TO DATE.

THEN START TALKING, SIR. DR. BORIS KORPSE WILL **LISTEN**. AND, IF WHAT YOU SAY IS TRUE, PERHAPS WE CAN DO BUSINESS.

THAT GOES FOR ME, TOO.

YOU HAVE ONLY ONE MINOR DEED TO ACCOMPLISH... I WANT YOU TO FIND SPIDER-MAN... AND I WANT YOU TO **BRING** HIM HERE TO ME...

...**ALIVE!**

WHAT? THAT IS IMPOSSIBLE!

YOU'RE KIDDIN', BOSS!? HE'S GOT ALL THOSE **POWERS**...

I SAID **SILENCE!** SPIDER-MAN HAS BEEN DEFEATED IN THE PAST, AND WITH WHAT IS IN THAT CASE, HE CAN BE BEATEN AGAIN!

NOW GO--DO AS I COMMAND!

I WANT SPIDER-MAN HERE...AND THEN I WILL DEAL WITH HIM **MYSELF!**

WE'LL REVEAL OUR MYSTERY MAN'S IDENTITY LATER THIS ISH, BUT FOR NOW...

I JUST CAN'T BELIEVE IT... SHE'S GONE! I'LL NEVER SEE HER AGAIN.

EFROS DRUGS

BLAST! WHY DID IT HAVE TO HAPPEN TO HER? WHY DID SHE HAVE TO--

KRAK!

ULP! BETTER CALM DOWN... IF THAT WAS A PERSON I HIT--!

DISTRAUGHT, PETER PARKER SILENTLY PLODS ON. AND, BY THE TIME HE REALIZES WHERE HE HAS WALKED TO, HE IS ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...

WHY SO GLUM, PARKER? CAN'T FIGURE OUT A NEW WAY TO IGNORE US?

WE'RE GOING TO THE MOVIES, PETE... C'MON WITH US AND PROVE FLASH IS WRONG ABOUT YOU.

NO, I'M NOT INTERESTED.

WHAT IS IT WITH YOU, PARKER? NOW THAT YOU'RE A TEACHER, ARE YOU TOO GOOD FOR US?

HEY! I ASKED YOU A QUESTION, MISTER. WHAT GIVES WITH YOU?

FLASH... HARRY... M-MY AUNT MAY JUST... DIED...

WHAT? W-WE DIDN'T KNOW!

HARRY? I DON'T KNOW ABOUT YOU, BUT I FEEL LIKE CLASS-A GROUND-IN DIRT!!

HEY, PETER!

DON'T WANT TO TALK TO THEM ...DON'T WANT TO TALK TO MUCH OF ANYONE RIGHT NOW...

BUT I'VE STILL GOT TO HAVE SOMEONE *COVER* FOR ME IN SCHOOL TODAY...

NOT REALLY IN THE MOOD FOR *TEACHING*...*

* SEE *SPECTACULAR SPIDER-MAN* FOR PETE'S COLLEGE ACTIVITIES. --MW.

DEBRA, PLEASE NOTIFY DOCTOR SLOAN THAT I *CAN'T* HANDLE MY CLASSES FOR THE NEXT FEW DAYS...

THERE'S BEEN A *DEATH* IN MY FAMILY.

I'M SORRY TO HEAR THAT, PETER...

BUT I'M SURE DOCTOR SLOAN WILL UNDER-STAND.

THANKS, DEBRA-- REALLY!

PETER LEAVES THE SPRAWLING CAMPUS, THEN MAKES HIS WAY BACK TO THE RESTWELL NURSING HOME, WHERE...

ANNA WATSON... AUNT MAY'S BEST FRIEND!

MRS. WATSON... I'M SORRY WE HAD TO GET TOGETHER UNDER THESE CIRCUMSTANCES.

OH, PETER, SHE WAS SUCH A *GOOD* FRIEND... SO LOVING, SO CARING. I'M GOING TO *MISS* HER SO.

WE ALL ARE. AUNT MAY WAS THE GREATEST!

HUNH? SUDDENLY MY SPIDER-SENSES ARE BUZZING... BUT THAT DOESN'T MAKE ANY SENSE...

THERE'S NO ONE HERE BESIDES MRS. WATSON AND DR. RINEHART.

SHEESH... THIS IS GETTING TO ME MORE THAN I REALIZED...

GOTTA GET OUT OF HERE...

MRS. WATSON, WHY DON'T I TAKE YOU HOME... YOU DON'T WANT TO TIRE YOURSELF OUT.

YOU'RE SUCH A *GOOD* BOY, PETER ... AND MAY WAS SO *PROUD* OF YOU...

THE DARK, EVENING MIST CREEPS IN, SHROUDING THE WHARF NOT FAR FROM PETER'S CHELSEA STREET APARTMENT. BY DAY THIS PIER IS BUSTLING WITH ACTIVITY. AT NIGHT, IT IS SOLEMN, QUIET, AND LONELY...

THERE MUST BE A DOZEN CRIMES OR MORE GOING ON RIGHT NOW... ALL SORTS OF STUFF THAT CRY OUT FOR SPIDER-MAN...

BUT I CAN'T BECOME HIM NOW... DON'T KNOW IF I HAVE THE WHERE-WITH-ALL TO *EVER* BECOME SPIDER-MAN AGAIN.

I--I FEEL SO *EMPTY*... SO DRAINED... SO FED UP WITH EVERYTHING...

THERE DOESN'T SEEM TO BE A REASON TO GO ON!

THE FOG SEEMS TO TAKE ON SHAPES, THE WHARF NOISES SEEM TO BECOME VOICES... AND THEY ALL CALL OUT TO THE TROUBLED YOUTH...

YOU MUST GO ON, PETER, DEAR... ALWAYS PUSH AHEAD... DO YOUR BEST... ALWAYS HELP OTHERS...

I'VE *TRIED*... I'VE DONE EVERYTHING I CAN, AND WHAT'S IT GOTTEN ME?

EVERYONE I'VE EVER KNOWN HAS *SUFFERED* BECAUSE OF WHAT I AM.

WHAT GOOD IS MY BEING SPIDER--?

PETER--?

ROBBIE? IS THAT YOU?

HOW DID YOU KNOW I WAS HERE?

I DIDN'T. I OFTEN COME ALONG HERE AT NIGHT TO THINK. IT'S A PERFECT PLACE TO BE ALONE.

I HEARD WHAT HAPPENED, PETER. I'M REALLY *SORRY.*

I DIDN'T KNOW YOUR AUNT ALL THAT WELL, BUT SHE SEEMED TO BE A *GENTLE* SOUL.

GENTLE... YEAH, THAT SUMS HER UP PRETTY WELL. GENTLE...

SHE WAS SO MUCH A *PART* OF ME, ROBBIE... NOW IT'S LIKE MY *ARM* HAS BEEN CUT OFF. I JUST DON'T KNOW HOW I'LL *CONTINUE* WITHOUT HER.

BUT YOU *WILL* CONTINUE, PETER. AND, AS IMPOSSIBLE AS IT MIGHT NOW SEEM, YOU'LL BE LAUGHING AGAIN...

AT THIS POINT I JUST CAN'T BELIEVE THAT. I LOVED HER SO MUCH...

THE HUMAN RACE IS INCREDIBLY ADAPTABLE... NO MATTER WHAT TRAGEDY BEFALLS US, WE GO ON.

WHEN MY PARENTS DIED, I THOUGHT THAT WAS IT. MY LIFE WAS OVER WHEN THEIRS ENDED. BUT I MET MY WIFE, GOT MARRIED, HAD A *SON*...

AND WHEN *HE* DIED, AND HE WAS ONLY SIX MONTHS OLD... LORD, PETER, I WAS SO ABSOLUTELY CERTAIN THAT WAS IT... THAT GOD HAD IT IN FOR ME.

YOU HAD ANOTHER SON? I NEVER KNEW. I THOUGHT RANDY--

PATRICK HENRY ROBERTSON. HE WAS SO HANDSOME. ONE DAY HE WAS SMILING, GIGGLING. THE NEXT--:

PETER, I SWEAR I STILL DREAM ABOUT HIM, BUT I'VE GONE ON. I HAD RANDY, AND I LOVE HIM DEARLY, AND DESPITE EVERYTHING I THOUGHT AT THE TIME, MY LIFE DIDN'T END WHEN PATRICK DIED.

IT GOES ON. WE HAVE OUR UPS AND DOWNS, AND SOMETIMES THE DOWNS SEEM TO *STIFLE* AND CROWD US UNTIL WE BEG FOR *ANY* RELIEF...

...BUT YOU'LL GO ON... AND I'LL GO ON... AND THOUGH WE DON'T KNOW WHAT'S OUT THERE, WE'LL STILL *PLUNGE* AHEAD BECAUSE WE'VE GOT TO... BECAUSE WE AREN'T THE TYPES TO SHUT OURSELVES OFF FROM THE WORLD.

PETER, WE'RE SURVIVORS... AND WE'RE COCKEYED OPTIMISTS, AND... *HEY!*

I'M BEGINNING TO PREACH LIKE THE REVEREND IKE. I'VE TALKED MYSELF DRY.

ROBBIE, THANKS... FOR EVERYTHING. BUT WHY ARE YOU HERE? IT CERTAINLY ISN'T FOR THE SIGHTS.

HEY, IT'S GETTING LATE, PETE ... SO TAKE CARE. AND THANKS FOR LETTING ME GET OFF SOME STEAM.

PETER TAKES THE 'F' TRAIN TO FOREST HILLS, THEN WANDERS THROUGH THE TREE-COVERED STREETS UNTIL HE REACHES THE OLD FRAME HOUSE HE WAS RAISED IN...

THE OLD PLACE HASN'T CHANGED...

STILL REMEMBER ALL THE **GREAT TIMES** I HAD HERE GROWING UP WITH UNCLE BEN AND AUNT MAY...

WHAT WONDERFUL... MEMORIES.

AUNT MAY SAID SHE'D RENTED OUT THIS PLACE TO--EH? THE DOOR'S OPENED.

I WONDER IF EVERYTHING IS ALL RIGH--

GOOD GRIEF! WH-WHAT'S HAPPENED HERE?!!

IT'S LIKE A *TORNADO* TORE THROUGH THIS PLACE--

WHAT IN BLAZES IS GOING ON HERE?

FIRST AUNT MAY DIES, THEN HER OLD HOME IS VIRTUALLY RIPPED APART AT THE SEAMS.

IT'S ALMOST AS IF-- *HEY!*

OH, MY GOD! NO WONDER MY SPIDER-SENSES WERE CLANGING AT FULL TILT!

I WAS ALL CAUGHT UP IN MY EMOTIONS,,,DIDN'T CONNECT THAT *NAME* BEFORE.

BUT NOW I SUDDENLY REMEMBER WHO DR. LUDWIG RINEHART *REALLY* IS!

SOMETHING'S STARTING TO STINK LIKE FOUR DAY OLD FISH!

I'M NOT EXACTLY SURE WHAT IT IS, BUT I'LL GET TO THE *BOTTOM* OF THIS--

WHY DIDN'T I CONNECT THAT NAME BEFORE?

--OR SOMEONE'S GONNA *PAY!*

HOW COULD I HAVE BEEN SO BLASTED *GULLIBLE?!!*

WHY IN BLAZES WEREN'T MY *WITS* ABOUT ME? *WHY?!!*

AS AN ANGRY SPIDER-MAN WEB-SLINGS THROUGH MANHATTAN...

THERE HE IS, BRUNO--

I HAVE THE HUMAN ARACHNID IN MY SIGHT!

AND NOW...

WHAA--? EXPLOSIONS ALL AROUND ME! I DIDN'T REALIZE MY SPIDER-SENSES WERE BUZZING FOR SOMEONE OTHER THAN RINEHART!

BARAAAGG

GETTING DIZZY... IT WAS SOME SORT OF GAS BOMB!

EVERYTHING'S GROWING FUZZY... GETTING DARK--

...BUT I CAN'T LET MYSELF BLACK OUT...

GOTTA GET TO RINEHART... GOTTA GET TO--

WHAA? SOMEONE PLANNED FOR THIS MOMENT...

SWOOP!

WHOEVER IS BEHIND THIS ATTACK WAS *WAITING* FOR ME TO FALL INTO IT!

NUTS! THIS BLASTED NET'S *TIGHTENING* AROUND ME THE MORE I STRUGGLE!

AND THE *GAS BOMB* HAS THOROUGHLY WEAKENED ME... CAN'T *RIP* MY WAY CLEAR...

THEN...

THE BIG BOSS WAS RIGHT, BORIS--WE GOT THE SPIDER-MAN!

HEY! HE AIN'T AS TOUGH AS I ALWAYS HEARD!

WOP

HIT HIS *SHOULDER*, YOU FOOL--! DON'T YOU SEE THAT *SLING*?

N--NO! DON'T WANT TO FIGHT... I GOTTA BE SOMEWHERE ELSE--

KRAK!

AGGHHH! NO GOOD! BETWEEN THE GAS AND THE PAIN... I'M *BLACKING OUT!*

BAM!

I DID IT, BORIS! SPIDER-MAN'S NOTHIN' BUT A LUMP!

FLUMP!

EXCELLENT, BRUNO ...YOU ARE EVERY INCH THE SAVAGE NEANDERTHAL I KNEW YOU TO BE!

NOW, LET US BRING THIS UNCONSCIOUS FOOL TO OUR BENEFACTOR AND COLLECT OUR DUE REWARD!

HOW MUCH LATER IT IS BEFORE SPIDER-MAN REVIVES IS NOT IMPORTANT. WHAT **IS** IMPORTANT IS THE FIRST THING HE SEES WHEN HIS BLEARY EYES OPEN...

GREETINGS, SPIDER-MAN. WELCOME BACK TO THE LAND OF THE LIVING!

IT SEEMS SUCH A ***SHAME*** THAT YOU WILL NOT BE PART OF IT MUCH LONGER!

I--I CAN'T BELIEVE IT-- **THE KINGPIN!!**

HE'S STANDING OVER ME... READY TO ***FIGHT.***

BUT I CAN'T FIGHT-- I'VE GOT TO BE ***ELSEWHERE!***

NEXT ISSUE: **MIDNIGHT MASSACRE!**

40¢ CC

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THE KINGPIN IS BACK! DEADLIER THAN EVER!

the AMAZING SPIDER-MAN®

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN WRITER / EDITOR | KEITH POLLARD & JIM MOONEY LAYOUTS / FINISHER | JOE ROSEN LETTERER | BEN SEAN COLORIST | JIM SHOOTER CONSULTING ED.

THE KINGPIN'S MIDNIGHT MASSACRE!

HOW LONG SPIDEY HAS BEEN UNCONSCIOUS DOES NOT MATTER. ALL THAT IS IMPORTANT IS-- THE VERY FIRST THING HE SEES WHEN HIS BLEARY EYES OPEN...

I-- I DON'T BELIEVE IT-- *THE KINGPIN!!*

GREETINGS, SPIDER-MAN. WELCOME BACK TO THE LAND OF THE LIVING!

WHAT A ***SHAME*** YOU WILL NOT BE PART OF IT FOR MUCH LONGER!

THIS IS IT! *A FRANTIC, THRILL-A-MINUTE* ***SLUG-FEST*** *THE LIKE OF WHICH YOU'VE* ***NEVER*** *SEEN!*

OOOHHHH! STILL DAZED... SO I GOTTA BE HAVING A ***NIGHTMARE!***

YOU'RE ***DEAD***...OR AT LEAST YOU'RE SUPPOSED TO BE!

MUST I REPEAT SAMUEL CLEMENS' OFT-QUOTED LINE?

OBVIOUSLY, INSECT, I ***SURVIVED*** OUR LAST ENCOUNTER...ALTHOUGH IT HAS TAKEN ME TILL NOW TO REPLENISH MY FABLED ***STRENGTH!***

I PRESUME YOU REMEMBER OUR BATTLE...?*

YOU WERE ***FLEEING*** FROM ME, AND IN SO DOING TOOK ***REFUGE*** HIGH ON A ***DERRICK!***

"I WOULD HAVE ***SLAIN*** YOU WHERE YOU COWERED WERE IT NOT FOR SHEEREST ***CHANCE***--

*DON'T WE ALL? FROM ***SPIDER-MAN*** #164. -- MARV.

"--WHEN A SOLID IRON ***GRAPPLING HOOK*** SLAMMED INTO ME, THROWING ME OFF-BALANCE...

WHOMP!

"...SENDING ME PLUNGING INTO THE MURKISH WATERS BELOW.

"I SAW YOU DIVE IN AFTER ME, TO ***SAVE*** ME IN SOME FOOLISH HEROIC MANNER, I SUPPOSE--

"--BUT YOU WERE UNABLE TO SEE ME THROUGH THE THICK BRACKISH ***SLUDGE!***

"YOU SWAM OFF, AND I ***FREED MYSELF*** FROM THE DERRICK WRECKAGE...

"THEN, WEAK, DAZED, UNSURE OF WHERE I WAS, I SPOTTED A ***DRAINAGE PIPE*** AND MADE MY WAY TOWARD IT.

"THE PIPE WAS FREE OF WATER, AND I ***COLLAPSED*** INSIDE IT. BUT, I WAS SAFE... AND MORE, I STILL ***LIVED!***

"HOURS, PERHAPS ***DAYS*** LATER, I AWOKE, THEN UNCEREMONIOUSLY I ***CRAWLED*** THROUGH THAT MUCK AND MIRE UNTIL I REACHED THE SURFACE.

"I WAS UNSURE OF WHAT HAPPENED TO ME...EVEN UNSURE OF MY ***NAME!***

"UNDERSTAND WHAT I AM SAYING, INSECT--THE DERRICK ACCIDENT HAD GIVEN ME ***TEMPORARY AMNESIA!***

"I NO LONGER KNEW WHO I WAS... OR THE EXTENT OF MY POWER.

AND SO, FOR ***MONTHS*** I WANDERED THE CITY STREETS AND ALLEYS AS NOTHING MORE THAN A COMMON ***JOHN DOE!***

AW, C'MON, TUBBY--A GUY LIKE YOU ISN'T EASY TO FORGET... SOMEONE MUST'A KNOWN WHO YOU WERE!

OH, YES--SOMEONE DID...THAT FOOL, ***SILVERMANE***, LEARNED WHAT HAD HAPPENED TO ME.

I CAN ***SEE*** HIM RECLINING IN HIS GREAT SILVER THRONE, CHORTLING OVER MY FATE...

...THEN ***HIRING*** A KILLER TO GET ***RID*** OF ME... IN A MANNER THAT WOULD SEEM LIKE AN ***ACCIDENT!***

"YES, EVEN WITH ME ***HELPLESS***, SILVERMANE WOULD NOT WANT IT TO BE KNOWN THAT HE ***MURDERED*** ME... IT MIGHT CAUSE ***WARFARE*** BETWEEN THE NEW YORK CRIMELORDS!

WALK

"IT WAS SUPPOSED TO BE A ***HIT AND RUN***, BUT THE FOOL DRIVER HE HIRED MADE THE SAME MISTAKE ALMOST ***EVERY*** MAN MAKES--

"--AS HE RAMMED HIS CAR INTO ME, HE THOUGHT I WAS MERELY ***FAT***--

"--BUT THIS SO-CALLED FAT--IS ALL ***SOLID MUSCLE!***

"I SURVIVED THE MURDER ATTEMPT, ALTHOUGH THE CAR WAS DEMOLISHED, AND ITS HAPLESS DRIVER INSTANTLY *KILLED!*

"I WAS MERELY TAKEN TO A HOSPITAL WHERE I RE-CUPERATED FOR MANY MORE MONTHS...

"...AND WHERE MY *MEMORY* SLOWLY RETURNED!!!

ONCE AGAIN I WAS THE KINGPIN! AND, AS SOON AS I FELT MY STRENGTH RETURN, I RETURNED HOME...TO MY DARLING WIFE, VANESSA!

THAT WAS LATE LAST NIGHT, A MERE *18 HOURS AGO!*

WHAT? IT CANNOT BE! YOU'RE *ALIVE!!*

YES, MY DARLING, I'VE COME BACK...

VANESSA! I SWEAR WE'LL NEVER BE APART AGAIN!

ONCE I MAKE SILVERMANE *SUFFER* FOR WHAT HE DID, WE WILL GO AW--

NO, MY HUSBAND--

YOU *KNOW* WHAT I FEEL ABOUT YOUR WORK... YOU KNOW THAT I WANT YOU TO *LEAVE* IT...

WE ARGUED, THEN VANESSA SPOKE HER *ULTIMATUM*. I HAD 24 HOURS TO GET OUT OF CRIME...OR SHE WOULD *LEAVE ME!*

I'VE USED THAT TIME TO *PREPARE* FOR MY NEW LIFE, TO *RID* MYSELF OF PAST PARTNERS IN BUSINESS--

--BUT NOW, IN THE *SIX HOURS* WHICH REMAIN, I WILL GET RID OF THE ONE CONSTANT *THORN* IN MY SIDE!

BY MIDNIGHT TONIGHT, I WILL RID MYSELF OF *YOU!*

HE WANTS TO FIGHT, BUT I WANNA GET TO THE *NURSING HOME!*

WELL, IF I HAVE TO GO *THRU* HIM TO GET THERE--

SO HELP ME--I WILL!!

WELL, MY LITTLE INSECT, IT SEEMS YOU HAVE LANDED THE *FIRST BLOW!*

BUT, MARK MY WORDS-- THE *LAST* ONE SHALL BELONG TO THE KINGPIN!

WHOMP!

SURE IT WILL, TUBBO-- BUT I'VE HEARD *THAT* STORY BEFORE...

...SO PARDON ME IF I DON'T BELIEVE IT NOW ANY MORE THAN I DID THEN!

FATCH!

SEEYA AROUND, CHUBBY-- I'VE GOT AN *APPOINT-MENT* TO KEEP!

AND YOU *KNOW* HOW US SPIDER-TYPES DON'T LIKE TO BE LATE!

NO, SPIDER-MAN... YOU ARE NOT GOING ANY-WHERE!

UNLESS IT IS TO MEET YOUR *MAKER!*

WHAAA? YOU PULLED THE RUG OUT FROM UNDER ME... *LITERALLY!*

SWOOP

HE'S NOT GOING TO LET ME GO...

...SO I'VE GOTTA END THIS LITTLE BROUHAHA FAST AS I CAN--

--THEN GET ON BACK TO AUNT MAY'S NURSING HOME AND FIND OUT WHY DR. LUDWIG RINEHART STINKS LIKE SEVEN-DAY-OLD SARDINES!

GET DOWN HERE, SPIDER-MAN!

ALL RIGHT, TUBBO-- IS THIS FAST ENOUGH?

THOOM!

YOU'RE NOT LOOKING ALL THAT HAPPY, FATSO--

--CAN IT BE YOU DIDN'T EXPECT ME TO PUT UP A FIGHT?

IF YOU WANNA BEAT ME TO A PULP, YOU GOTTA ***WORK*** FOR IT!

INSECT! YOUR MEANINGLESS RANTINGS ONLY SERVE TO KINDLE MY ***FURY!***

I AM NOT YOUR ***ORDINARY*** FOE, SPIDER-MAN...

WOP!

I DO NOT POSSESS THE MECHANICAL CONTRIVANCES OF ALL YOUR OTHER ENEMIES!

UNLIKE OCTOPUS, UNLIKE THE VULTURE, UNLIKE THE GREEN GOBLIN--

--MY POWER IS NATURAL!

AND THE KINGPIN'S STRENGTH IS SUPREME!

BTHAM!

HE ISN'T KIDDING! KINGY'S TOUGH ENOUGH TO BATTLE WHEN I'M AT MY FULL STRENGTH...

...BUT NOW THAT I'M ENCUMBERED WITH A ***BROKEN ARM***, HE CAN PROBABLY MAKE ***MINCEMEAT*** OUTTA ME!

GOTTA KEEP OUT OF HIS WAY... MAKE HIM ACT WITHOUT THINKING.

FOOM!

YOU'RE RIGHT ABOUT YOUR STRENGTH BEING NATURAL, BALDY--

--I CAN ***SMELL*** IT A MILE AWAY!

500 LBS

YOU ASTONISH ME, INSECT...YOU CANNOT BELIEVE YOUR CHILDISH GIBBERISH WILL ***RILE*** ME.

WOOSH

LBS.

I CAN ***HOPE*** CAN'T I?

300 LBS

BEFORE I CAN LEAVE MY CRIMINAL DAYS BEHIND ME... BEFORE I CAN LIVE OUT THE ***REST*** OF MY LIFE IN PEACE--

--I MUST FIRST GET RID OF YOU!

YOU CAN ***DIE***, WALL-CRAWLER... THAT IS ***ALL*** YOU CAN DO FOR ME!

KPOK!!

TUBBO, AS THE WISE MAN SAYS-- "EASIER SAID THAN DONE!"

KRAK!

HE'S DAZED!

THIS IS THE BEST TIME TO MAKE MY MOVE!

IF I CAN KNOCK 'IM OUT FOR EVEN AN INSTANT, I'LL HAVE THE TIME TO SPLIT!

HEY, BALDY, YOU LOOK TIRED!

I THINK IT'S TIME FOR YOUR NAPPEEPOO!

WHAT? GET YOUR BLASTED LEGS OFF OF ME!

WHAT ARE YOU DOING? LET GO OF ME THIS INSTANT!

LET GO? SURE! WHATEVER YOU WANT, TUBBY!

NEVER LET IT BE SAID THAT EVERYONE'S FAVORITE SPIDER-MAN IS UNWILLING TO PLEASE!

BTAAM!

HE'S DOWN...

...AND IN A MINUTE, I'LL BE OUT!

BUT, AT THE RESTWELL NURSING HOME...

I DID AS YOU ***TOLD*** ME ME... PETER PARKER WON'T BE SNOOPING ABOUT HERE ANY LONGER.

RESTWELL NURSING HOME

NOW, WHY DON'T YOU TELL ME WHY YOU WANTED MAY PARKER?

YA REALLY WANNA KNOW, EH? SEEIN' AS I'M GONNA ***KILL*** YA WHEN THIS IS ALL OVER, SURE, I'LL TALK...

ARROGANT CRETIN! WE SHALL SEE WHO WILL GET RID OF WHOM!

MEANWHILE...

UH OH... I HEAR TUBBO CLOMPING THIS WAY!

HE RECOVERED FASTER THAN I EXPECTED-- ***CRIPES!***

SPIDER-SENSES ARE BUZZING! WHAT'S HE UP TO?

WHAT INDEED? SILENTLY, A PUDGY FINGER PRESSES A SMALL BUTTON ON A SEEMINGLY INNOCENT WALKING CANE...

AND...

YEOW! THE CEILING'S ***ELECTRIFIED!***

IF I STAY UP HERE ANY LONGER, I'LL GET FRENCH FRIED ***FEET!***

ZTAK!

WELL, WELL, IT SEEMS THE TIDE HAS TURNED... AS I KNEW IT WOULD!

NOW YOU ARE DOWN, AND THE KINGPIN IS READY TO ***DESTROY*** YOU!

HEAD'S STILL REELING... CAN'T FOCUS...

THE KINGPIN'S GOT ME, AND I CAN'T DO ANYTHING ABOUT IT!

JUST TO LEAVE YOU DANGLING FOR A MOMENT, LET'S SEE WHAT'S BREWING AT THE DAILY BUGLE...

...I CAN'T BELIEVE PETER SAID THAT TO YOU, BETTY.

IT'S SO UNLIKE HIM.

BELIEVE ME, GLORY, I KNOW...

WE'VE ALL BEEN UNDER A STRAIN LATELY. PETER WITH HIS AUNT... ME WITH NED!

MAYBE IT'S FOR THE BEST THAT NED AND I *AREN'T* GETTING BACK TOGETHER...

I REALLY NEED QUIET TO THINK...

THEN YOU'RE DEFINITELY IN THE WRONG PLACE, GAL--

ROBBIE AN' LASER-BREATH HAVE BEEN GOIN' AT IT FOR *HOURS.*

JOE... JOE... PLEASE RECONSIDER...

MAYBE I'VE BEEN, AHEM, *HASTY*...PERHAPS I SHOULD ALTER MY VIEWS ON THAT MASKED KILLER...

JONAH, I DON'T THINK YOU'RE READY FOR THAT. GOODBYE!

OH, MY GOODNESS... JOE ROBERTSON'S ACTUALLY *QUITTING!*

I THOUGHT FOR SURE HE'D CHANGE HIS MIND WHEN JONAH ASKED HIM TO COME HERE FOR LUNCH TODAY.

ER, MR. JAMESON, THERE WAS A CALL FOR Y--

HOLD ALL CALLS, MISS GRANT. I'M NOT SPEAKING TO ANYBODY TODAY.

HEY, MR. J. EVERYTHING WILL BE ALL RIGHT. HE'LL COME BACK.

NO HE WON'T. I'VE CHASED HIM AWAY FOR GOOD THIS TIME.

JUST AS I'VE CHASED *EVERYONE* AWAY FROM ME.

MY SON JOHN... MY WIFE JOAN... SOONER OR LATER THEY *ALL* LEAVE...

SOONER OR LATER IT ALL COMES DOWN TO THIS.

ALONE...ALWAYS ALONE... AND THIS TIME I CAN'T BLAME ANYONE ELSE FOR WHAT'S HAPPENED.

IT'S *MY* FAULT... IT'S ALWAYS BEEN MY FAULT.

I'VE BUILT UP AN INTRACTABLE *STONE WALL* AROUND ME...

...AND NOW, THE ONLY WAY TO SAVE MYSELF, IS TO *TEAR IT DOWN--*

BUT, HEAVEN HELP ME... I *CAN'T!*

MEAN-WHILE...

FLEE, INSECT... I WANT YOU TO REMAIN FREE AWHILE LONGER!

I WOULD RECEIVE NO ENJOYMENT IN DESTROY-ING YOU TOO SOON!

I WANT YOU TO SUFFER! I WANT YOU TO *KNOW* YOU HAVE BEEN BESTED!

OBOY... HE TORE APART THAT ENTIRE BANNISTER.

KRAK!

HE'S AT HIS *FULL STRENGTH*... WHILE I'M BARELY ABLE TO KEEP MOVING.

I GOTTA GET OUTTA HERE... AND *FAST!*

HIDING WILL ONLY SERVE TO PROLONG THE FINAL OUTCOME...

IT WILL NOT *SAVE* YOU!

GONE--? BUT IT SHAN'T BE DIFFICULT TO LOCATE YOU, SPIDER-MAN!

WHERE ARE YOU, INSECT? *SHOW YOURSELF!*

I'M *WARNING* YOU, WALL-CRAWLER-- DO NOT TEST MY PATIENCE!

ALL RIGHT, CHUBBY, THE TEST'S OVER... PUT YOUR PENCIL DOWN--!

WHAT? YOU FOUND THE ELECTRIFIED LANCE--? *NO!!*

FOOM!

THAT'S RIGHT, MUSCLE-MIND... AND I GOT FURTHER NEWS FOR YOU...

YOU FLUNKED YOUR LITTLE TEST, SO IT'S BACK TO *KNIGHT SCHOOL!*

SPIK!

NUTS! HE CAN HARDLY STAND, BUT HE STILL SPLIT THIS DOODAD IN TWO!

I DON'T BELIEVE IT-- HE'S ALREADY SHAKING OFF THAT BLAST EFFECT!

THAT DOESN'T GIVE ME MUCH TIME TO--

UH, OH--MY SPIDER-SENSES ARE BUZZING LIKE AN OVERPOPULATED BEEHIVE!

UP ALREADY, KINGY? MAN, YOU GOTTA BE A ***GLUTTON*** FOR PUNISHMENT...

...NOT TO MENTION BEING A GLUTTON FOR DARN NEAR EVERYTHING ELSE AS WELL!

ZWAP

I AM IN NO MOOD FOR YOUR INSIPID HUMOR!

THIS BATTLE WILL COME TO AN END-- ***NOW!***

YIKES! YOUR ***LASER CANE!*** ALMOST FORGOT ABOUT THAT BABY!

BTROK!

I'LL HAVE TO TAKE ***CARE*** OF IT BEFORE WE CONTINUE THIS LITTLE TUSSLE!

THWIP!

MY CRAZY BANTER ISN'T GETTING TO HIM... HE STILL BARRELS ON...

NOTHING SEEMS TO STOP HIM...AND HIS PUNCHES SEEM TO BE CENTERED ON MY ***BAD SHOULDER!***

BAH! I DO NOT NEED MY CANE TO DEAL WITH YOU, INSECT!

MY ***BARE HANDS*** ARE ENOUGH TO SLAY YOU!

WHAM!

SO IT COMES DOWN TO JUST THE ***TWO*** OF US, EH?

SPIDEY VERSUS THE ***BADYEAR BLIMP!***

FOOL, THIS IS A FIGHT TO THE FINISH! ONLY ***ONE*** OF US SHALL WALK AWAY FROM THIS ALIVE!

THICK!

SPTOK

ZOK!

YUHAM

THUMBAM!!

SOMETIMES WE ACTUALLY KNOW WHEN TO KEEP OUR BIG MOUTHS SHUT. -- MARV & KEITH!

WHERE ARE YOUR WITTICISMS NOW THAT I HAVE DOWNED YOU, SPIDER-MAN?

WHERE IS A BRIGHT EXAMPLE OF YOUR WELL-RENOWNED SENSE OF *HUMOR?*

TILL NOW YOU HAVE PROVIDED ME WITH A DECENT BATTLE. A SHAME IT MUST FINALLY *END*--

THWIP!

--BUT I HAVE OTHER DUTIES I CAN PERFORM BEFORE THE MIDNIGHT HOUR TOLLS MY LAST EVENING IN CRIME!

SPIDER-MAN, ARE YOU NOW READY TO *DIE?*

SOKO

I TOLD YOU BEFORE I DIDN'T WANNA FIGHT.

ALL I WANNA DO IS GET OUTTA HERE!

NOPE!

THE ONLY WAY YOU SHALL LEAVE THIS MANSION IS IN A *COFFIN!*

DO YOU UNDERSTAND THAT, INSECT?

ACTUALLY, I DON'T!

BUT I CAN SEE YOU WON'T LISTEN TO REASON, SO I'M GETTING OUT OF HERE ON MY OWN--

SMASH!

--THROUGH THIS *HOLE* IN THE FLOOR WHICH YOU SO KINDLY PROVIDED!

SEEYA, CUDDLES, AND PLEASE TRY'N REMEMBER THAT ***WEIGHT WATCHERS*** MEETS EVERY WEDNESDAY!

NO! THAT INFERNAL PEST IS GONE...

BUT I MUSTN'T ALLOW HIM TO LEAVE--

MY FUTURE SERENITY DEPENDS ON HIS IMMEDIATE REMOVAL!

FOR THE KINGPIN TO LIVE, SPIDER-MAN MUST ***DIE!!***

*HOWEVER, THAT'S ABOUT THE **LAST** THING ON THE WEB-WEAVER'S MIND...*

DON'T WANNA TURN ON THE SPIDER-SIGNAL... THAT COULD PINPOINT MY POSITION TO TUBBO.

GUESS I'VE GOTTA ***FEEL*** MY WAY THRU THIS BASEMENT JUNK AND--

BLAST! IT'S MY SPIDER-SENSES AGAIN... KINGY'S DIRECTLY BEHIND ME!

THE GUY'S BUILT LIKE A MOUNTAIN, BUT HE MOVES LIKE ***MERCURY!***

GOTTA TIME THIS PERFECTLY. ONE... TWO--

HI THERE, MISS ME?

WHAT? HOW COULD YOU SUSPECT I WAS BEHIND YOU?

FOOM!

I TOLD YOU BEFORE, KINGY-- IT'S YOUR ***BREATH!***

YOU SHOULD NEVER EAT ONIONS BEFORE A FIGHT!

WHERE ARE YOU, DOLT? SHOW YOURSELF, INSECT!

HE DOESN'T SEE ME IN THE DARKNESS... JUST AS WELL.

HEY, WHAT'S HE DOING? HE'S ABOUT TO THROW A PUNCH!

IT'S NOT LIKE THE KINGPIN TO BLINDLY-- OH NO!

HE'S COLLAPSING THE SUPPORT BEAMS!

KRAK!

CAN'T RIGHT MYSELF UP... FALLING...

...AND EVERYTHING'S BEING DUMPED RIGHT ATOP ME!

KRUNCH!

AGGHHH! LANDED ON MY SHOULDER...THE PAIN'S SHOOTING THRU ME...

THE KINGPIN SEES ME... AND I CAN'T GET OUT OF THE WAY!

AT LAST, IT IS ***OVER!***

I MAY HAVE DESTROYED THIS MANSION'S ***FOUNDATION***, BUT IT WILL BE WORTH IT!

DRAGGING ME...TOO MUCH PAIN...CAN'T FIGHT BACK...

HERE WE ARE, INSECT... I WISH TO DESTROY YOU IN THE LIGHT!

I WANT TO ***SEE YOU DIE!***

GOTTA GO LIMP... CONSERVE MY STRENGTH...

EVER SINCE OUR PATHS FIRST CROSSED, I HAVE AWAITED THIS MOMENT.

YOU MUST UNDERSTAND, SPIDER-MAN, YOUR DEATH WAS *INEVITABLE!*

FROM THE DAY... FROM THE *MOMENT* I FIRST EMBARKED ON MY CRIMINAL CAREER, I HAVE ALWAYS SUCCEEDED IN *ALL* MY ENDEAVORS.

YOUR DEATH, THEREFORE, IS BOTH MY *CROWNING ACHIEVEMENT*, AND MY FAREWELL.

STILL SO WEAK, BUT I GOTTA LEAP UP... GOTTA *STOP* HIM... GOTTA-

C'MON, KINGY, YOU DON'T REALLY 'WANNA OFF ME... WHO ELSE COULD YOU GET TO *SPAR* WITH YOU?

BONG BONG BON

IT IS TWELVE... AND JUST AS I STATED, YOU SHALL DIE AT THE *STROKE OF MIDNIGHT!*

WHO ELSE COULD PROVIDE YOU WITH ALL THIS EXERCISE?

GOTTA KEEP HIM TALKING... WITH EVERY PASSING MOMENT, MY STRENGTH RETURNS.

THEN, SUDDENLY, THE LIBRARY DOOR SLIDES OPEN, AND...

MY HUSBAND, THE CLOCK HAS STRUCK. ARE YOU COMING WITH ME?

VANESSA! JUST GIVE ME A MOMENT MORE. THAT IS ALL THE TIME I NEED TO ASSURE THAT WE HAVE A BOUNTIFUL FUTURE.

THERE CAN BE NO FURTHER DELAYS.

YOU MUST NOW DECIDE:

SPIDER-MAN'S LIFE... OR *OUR* LIFE-- TOGETHER. WHICH SHALL IT BE?

ONE SECOND, THAT'S ALL IT WOULD TAKE.

IT WOULD BE SO *SIMPLE* TO SQUEEZE THIS TRIGGER... SO SIMPLE THEN TO LEAVE EVERYTHING BEHIND ME...

ONE BRIEF INSTANT, AND MY ABSOLUTE RECORD OF SUCCESS WOULD REMAIN UNBLEMISHED!

THIS ISN'T FAIR... *THIS ISN'T FAIR!!*

B-BUT, WHERE OTHER MEN TREMBLE AT MY POWER... I TREMBLE WITH MY *LOVE* FOR YOU.

I CANNOT NOW, OR EVER, LIVE WITHOUT YOU AT MY SIDE.

MY DEAR, MY LOVING VANESSA, I AM NOW AND FOREVER -- YOUR *SLAVE!*

SO LET US GO. WE HAVE A FUTURE THAT AWAITS US...

...AND A *PAST* TO FORGET!

...NO...YOU CAN'T JUST WALK OUT... YOU CAN'T...

...YOU... CAN'T... UNGGHHHH...

THE KINGPIN'S RECEDING FOOTSTEPS ECHO FAINTLY DOWN THE HALL. SOON THEY WILL FADE AND BE FOREVER GONE...

*BUT FOR SPIDER-MAN THOSE FOOTSTEPS WILL EVER BE A **PAINFUL MEMORY** THAT WILL LIVE TO HAUNT HIM TILL THE DAY HE BREATHES HIS LAST.*

NEXT ISSUE! **MYSTERIO** IS DEADLIER BY THE **DOZEN!**

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the AMAZING SPIDER-MAN®

ALL THESE IMAGES OF *MYSTERIO*... ATTACKING ME AT ONCE!

BUT HOW CAN I TELL WHICH IS MY REAL FOE?!!

MYSTERIO IS DEADLIER BY THE DOZEN!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN WRITER/EDITOR • SAL BUSCEMA & JIM MOONEY GUEST LAYOUTS FINISHES • IRV WATANABE LETTERER • GLYNIS WEIN COLORIST • JIM SHOOTER CONSULTING ED.

MYSTERIO IS DEADLIER BY THE DOZEN!

THE KINGPIN HAS GONE, AND LEFT IN HIS WRATHFUL WAKE: A SEMI-CONSCIOUS, BROKEN-ARMED WEB-SLINGER...

HARRY! JOSE! GET OVER HERE AND LOOK AT THIS!

IT'S SPIDER-MAN-- AND HE LOOKS HALF-DEAD!

I ONCE SAW THAT GUY HEFT A SMALL TRUCK!

WHAT IN THE WORLD COULD'VE DONE THAT TO HIM?

LG539

FOR NEW YORK'S FINEST, THE ANSWER WILL HAVE TO WAIT...

...AT LEAST UNTIL AFTER THE NOW-UNCONSCIOUS SPIDEY IS **RUSHED** TO NEWHOPE MEMORIAL HOSPITAL--

--WHERE...

CRIPES! SO **HE'S** SPIDER-MAN, EH? HE LOOKS **SMALLER** THAN I THOUGHT!

HEY! THIS IS OUR CHANCE TO TAKE OFF HIS **MASK!**

HOLD IT! DON'T DARE LAY A HAND ON MY PATIENT!

BUT WE WERE ONLY--

YOU WERE GOING TO **DISRUPT** HIS RECUPERATION AND I WILL NOT PERMIT THAT. OUT! ALL OF YOU!

JANICE, THIS MAN HAS A **BROKEN ARM** THAT NEEDS TO BE RESET!

DOCTOR! I DON'T L-LIKE THIS ...WHY DOES HE WEAR THAT **AWFUL** MASK?

NURSE, IT'S THAT **MASK** THAT MAKES SPIDER-MAN AN **ANONYMOUS** HERO...

AND THAT ANONYMITY MAKES HIM A **SYMBOL!** IN THESE TROUBLED TIMES, WE NEED MORE SYMBOLS OF JUSTICE.

DARK-NESS EVERY-WHERE...

AND THE DARK-NESS MELTS INTO VISIONS, AND THE VISIONS INTO **NIGHTMARES!**

MURDERER! YOU KILLED MY SON! YOU'RE GUILTY! **GUILTY! GUILTY!**

NO! I SWEAR TO YOU I'M **INNOCENT!**

SUDDENLY, SOMEHOW, JAMESON'S ACCUSING PRESENCE IS **GONE** AND IS REPLACED WITH A SOMBER, EBON CHAPEL, A LONG, DARK CASKET, AND...

AUNT MAY! BUT--YOU'RE DEAD! HOW--?!

THEN, OTHERS APPEAR IN THE SWIRLING, MISTY VOID. OTHERS WITH ACCUSING EYES AND ANGRY VOICES...

WE WERE YOUR **FRIENDS**, AND YOU HATED US!

I **TRUSTED** YOU, PETER, AND YOU LET ME DOWN!

I **LOVED** YOU, PETER--AND YOU **REJECTED** ME!

NO! **NO!** I DON'T WANT TO HEAR ANY MORE OF THIS!

DOCTOR WINTERS! HURRY! IT'S SPIDER-MAN! HE'S GOING WILD!

GREAT SCOTT! HE MUST BE HAVING A **NIGHTMARE!**

WITH HIS POWER, THAT CAN BE **DANGEROUS!**

QUICKLY, NURSE! GET ME A **SEDATIVE!**

AND, WITHIN MOMENTS...

DOCTOR...HE SEEMS **CALM** AGAIN! BUT, WHAT HAPPENED?

THIS YOUNG MAN HAS PUT HIMSELF THROUGH HELL A HUNDRED TIMES AND MORE!

HE'S **ENDANGERED** HIMSELF TO SAVE OTHERS ON ALL TOO NUMEROUS OCCASIONS!

WHO KNOWS WHAT **HORRORS AND TRAGEDIES** HE MAY BE RELIVING NOW!

RESTWELL NURSING HOME...

...I DON'T THINK OLD MAN PARKER KNEW HE WAS SITTIN' ON A TREA-SURE WORTH MILLIONS...

RESTWELL NURSING HOME

NOW D'YA UNDERSTAND WHY I'M NOT GIVIN' UP TILL IT'S MINE!

OF COURSE. FOR SUCH A TREASURE, I WOULD MARCH INTO HADES ITSELF.

YOU AIN'T WHISTLIN' DIXIE, DOC. AWRIGHT, YER TIME'S UP, AN' SINCE I DON'T NEED ***YOU*** ANYMORE, YOU'RE GOIN' BYE-BYE.

ON THE ***CONTRARY,*** YOU STUPID, CRETINOUS DOLT. IT IS I WHO NO LONGER NEEDS YOU!

TH-THAT ***SMOKE!*** WHAT ARE YOU DOIN'?

SUDDENLY, THE OFFICE OF DR. LUDWIG RINE-HART IS GONE, AND...

YOU'LL ***NEVER*** ESCAPE ME AGAIN, MURDERER!

WHAT THE--? I'M BACK IN THAT OLD ***WAREHOUSE*** WHERE SPIDER-MAN CAUGHT ME!

KILLER! MURDERER!

GOTTA GET OUTTA HERE! I MUST BE ***SEEIN' THINGS!***

INDEED YOU ARE, DOLT...RELIVING YOUR OLD ***MEMORIES,*** I BELIEVE.

YOU? RINEHART! YOU DID T' ME WHAT YOU DID TO THE PARKER KID. ***WHO ARE YOU?***

SEEING THAT I KNOW YOUR SECRET, I CAN ***AFFORD*** TO BE GENEROUS BEFORE ***DESTROYING*** YOU!

LISTEN, THEN, TO MY STORY--FOR IT SHALL BE THE ***LAST*** YOU WILL EVER HEAR!

"AFTER MY SECOND DEFEAT AT THE HANDS OF SPIDER-MAN, I REALIZED A TRUTH NO OTHER MASTER CRIMINAL HAD EVER UNDERSTOOD:

"THE VERY **NATURE** OF OUR SUPER-CRIMES UNLEASHES THE UNRELENTING WRATH OF OUR SUPER-POWERED PURSUERS!

"ERGO: WE SPEND MORE TIME AVOIDING CAPTURE AND BATTLING OUR FOES THAN WE DO IN THE PURSUIT OF OUR WORK--NAMELY, STEALING MONEY AND GAINING POWER!

"THUS, UPON THIS SECOND CAPTURE, I DEVISED A PLAN THAT WOULD **END** ALL MY FUTURE TROUBLES.

DANNY BERKHART? I AM--

HEY, THERE ISN'T A CON HERE WHO DOESN'T KNOW YOU! GOOD TO HAVE YA AS MY **CELLMATE!**

SAY, ARE ALL THOSE STORIES ABOUT YOU TRUE? ABOUT YOUR **POWERS,** I MEAN.

YES, THEY ARE. ARE YOU INTERESTED?

"BERKHART WAS EVERY BIT THE **GREEDY FOOL** I HAD HEARD HIM TO BE. YOU SEE, I HAD CAREFULLY **SCREENED** ALL MY FELLOW PRISONERS AND DECIDED ON BERKHART AS MY PERFECT **PATSY!**

"I SUPPOSEDLY TOOK HIM INTO MY **CONFIDENCE,** TAUGHT HIM ALL MY SECRETS. BUT ALL THE WHILE I TRAINED HIM TO **REPLACE** ME, I WAS ACTUALLY ENGINEERING MY **'DEATH'!**

"THEN...

BAM! BAM!

GUNSHOTS! WHAT IN THE WORLD?

NO! I DON'T BELIEVE IT! HE TRIED TO ESCAPE!

AND NOW HE'S **DEAD!**

NOW ONLY **I** KNOW ALL HIS SECRETS! NOW ONLY I CAN BECOME THE SUPREME POWER THAT HE COULD NEVER BE!

UPON HIS RELEASE A YEAR LATER, HE DONNED ONE OF MY COSTUMES, BECAME THE ***NEW ME,*** AND OF COURSE, WAS PROMPTLY ***DEFEATED!***

BUT THAT ***SERVED*** MY PURPOSE: I WAS CERTIFIED DEAD AND SOMEONE ELSE SUPPOSEDLY REPLACED ME. THEREFORE, I WAS ***FREE*** TO DO AS I ***PLEASED!***

I DON'T UNDERSTAND ANY OF THIS. WHAT DO YOU MEAN?

BIG MONEY IS NOT TO BE MADE IN YOUR ***SPLASHY CRIMES.*** THEY PROVIDE THE GLAMOR AND THE ROMANCE, BUT, IN THE END, THEY ARE MORE ***TROUBLE*** THAN THEY ARE WORTH.

I DEVISED A QUIET, TROUBLE-FREE, LONG-RANGE PLAN...ONE THAT WOULD BRING MONEY INTO MY COFFERS AND NOT GIVE ME ULCERS DOING IT.

UNDERSTAND THE ***NURSING HOME*** SCAM. THE SEMI-WEALTHY COME HERE FOR RECUPERATION. THROUGH CERTAIN, EH, ***TRICKS,*** ALL THEIR WEALTH AND PROPERTY IS ***SIGNED OVER*** TO...YOURS TRULY.

THEN WHEN THE ALREADY INFIRM PASS AWAY, RECEIVERSHIP IS PASSED TO ME.

IN THE PAST THREE YEARS, I HAVE AMASSED ALMOST EIGHT MILLION MORE-OR-LESS LEGAL DOLLARS WITH LITTLE OR NO EFFORT.

THUS WOULD MY SCHEME HAVE CONTINUED. BUT, ***YOUR*** INFORMATION, YOUR ***TREASURE,*** IS TOO IMPORTANT FOR ME TO IGNORE. TOO MUCH MONEY IS NOW AT STAKE!

THEREFORE--

WAIT! WHAT ARE YOU GOING TO ***DO*** WITH ME?

PUTTING YOU OUT OF THE WAY, AT LEAST FOR NOW.

BUT DON'T WORRY--I WON'T KILL YOU...YET. YOU STILL MAY POSSESS CERTAIN KNOWLEDGE THAT WILL PROVE ***BENEFICIAL*** IN THE LONG-RUN.

SLEEP WELL WHILE I RETRIEVE THE ***OTHER*** INFORMATION NEEDED IN WHICH TO FIND THE TREASURE!

MEANWHILE...

HUH? WHERE THE HECK AM--?

MY ARM'S IN A NEW CAST! THIS MUST BE THE HOSPITAL!

I CAN'T STAY HERE-- GOTTA GET TO REST-WELL NURSING HOME... GOTTA--

SPIDER-MAN! WHERE ARE YOU GOING?

I GOT BUSINESS, DOC. SAY, DID ANY-ONE LOOK UNDER MY MASK WHILE I WAS OUT?

NO! I WOULDN'T ALLOW IT. BUT, PLEASE, YOU NEED REST!

NO CAN DO, PAL, I GOTTA MOVE! BUT, LISTEN--YOU'VE GOT MY THANKS!

I'LL FIND SOME WAY TO PAY HIM BACK AN-OTHER DAY. I JUST HAVEN'T GOT THE TIME NOW!

BEFORE THE KINGPIN WAYLAID ME, I WAS WEB-SLINGING OUT TO AUNT MAY'S NURSING HOME--

--'CAUSE SOMETHING THERE STINKS LIKE DENMARK SQUARED!

AUNT MAY DIED JUST AS SHE WAS RECUPER-ATING! AND HER DOCTOR-- LUDWIG RINEHART--

--THAT WAS THE NAME OF A PHONY PSYCHIATRIST WHO ONCE HAD ME CON-VINCED THAT I BE-LONGED IN A RUBBER ROOM...

...UNTIL I REALIZED WHO HE REALLY WAS!

PROBLEM IS, I NEVER CON-NECTED HIM WITH THIS DOC'S FACE! WHEN HE USED THAT NAME THE LAST TIME, HE WORE A DISGUISE!

BESIDES WHICH, I THOUGHT HE HAD DIED... BUT I SHOULD'VE KNOWN BETTER BY NOW!

OLD SPIDEY VILLAINS NEVER GO TO HEAVEN, THEY JUST HIDE OUT UNTIL I LEAST EXPECT THEM.

MAN, WAS I EVER A FOOL! WHEN THEY HANDED OUT BRAINS, I MUST'VE BEEN WATCH-ING "GILLIGAN'S ISLAND" RERUNS INSTEAD!

OLD TIMERS EVERYWHERE... MAKES SENSE FOR A ***NURSING HOME!*** BUT I DON'T SEEM TO ***RECALL*** SEEING THESE FOLKS BEFORE.

WAITASEC! UNLESS I'M EVEN MORE ***PARANOID*** THAN I THOUGHT, THEY'RE ***STARING*** AT ME VERY ***STRANGELY!***

BINGO! MY SPIDER-SENSES ARE BUZZING LIKE A BEEHIVE! SOMETHING IS ***WRONG!***

THEY'RE PICKING UP THEIR CANES-- COMING RIGHT AT ME!

CRIPES! HOW DID I SUDDENLY BECOME THE ***TARGET*** IN THIS SENIOR CITIZEN'S SHOOTING RANGE?

HOLD ON JUST ONE SUSPICIOUS SECOND--! I FORGOT WHOM I'M UP AGAINST!

MY WEBS ARE GOING RIGHT ***THRU*** THAT OLD TIMER! THEN THAT ***SINKS IT!***

HE'S AS REAL AS LUDWIG RINEHART'S MEDICAL DIPLOMA!

THEY'RE ***ALL*** PHONIES! I'M SWINGING RIGHT THRU THEM!

SO, IT'S TRUE, MY OLD ENEMY ***IS*** BACK!

BETTER BE CAREFUL THEN. WITH HIM, THERE'S NO WAY TO TELL WHAT'S REAL AND WHAT'S ILLUSION!

DR. RINEHART'S OFFICE

BUT NOTHING'S GONNA STOP ME FROM FINDING OUT *WHAT* HE DID TO AUNT MAY--

--AND *WHY* IN THE WORLD HE DID IT!

ALL RIGHT, 'DOC'-- I THINK IT'S TIME THE TWO OF US HAD A LITTLE *SHOWDOWN!*

DR. RINEHART

KRASH!

WHAT? THE OTHER SIDE OF THE DOOR-- IT'S A *WINDOW!*

I'M TWO STORIES UP!

WOW! LET'S HEAR IT FOR MY SPIDER-REFLEXES!

THAT DOOR MUST'VE BEEN ANOTHER *ILLUSION!*

THAT MEANS HE *KNOWS* I'M COMING FOR HIM!

SO THAT ALSO MEANS I GOTTA BE *VERY* CAREFUL. I CAN'T ALLOW MYSELF TO *ACT* WITHOUT THINKING THRU MY EVERY MOVE!

THERE HE IS NOW-- SURROUNDED BY HIS *GOONS!*

MAYBE HE DOESN'T KNOW I SURVIVED THAT FALL!

SO LET'S TAKE *ADVANTAGE* OF THAT SURPRISE!

SPIDER-MAN!?

THAT'S RIGHT, UGLY, YOUR FRIENDLY NEIGHBORHOOD FORMER FOE--

--AND I'VE SEEN THROUGH YOUR MURDERING LITTLE SCHEME!

C'MON, YOU CREEP...START TALKING BEFORE I MAKE CERTAIN YOU'LL NEVER--

STOP! WHAT ARE YOU DOING?

HOLD IT... HOLD IT... SOMETHING'S TERRIBLY *WRONG!*

Y-YOU'RE ***NOT*** HIM! YOU'RE ONE OF THE ***PATIENTS*** HERE!

PLEASE... DON'T HURT ME, SPIDER-MAN!

LOOK AT THEM, CRINGING IN FEAR. THEY MUST THINK I'M MAD! GOTTA CALM 'EM DOWN!

HEY! I'M SORRY! I THOUGHT HE WAS SOME-ONE ELSE! I DON'T WANT TO HURT ANYBODY!

IT'S NO USE...THEY DON'T BELIEVE ME. JUST BETTER ***SPLIT!***

BLAST! THERE'S ALMOST ***NOTHING*** HE ISN'T CAPABLE OF DOING...OF MAKING ME THINK I SEE!

STAIRS GOING ***DOWN***...LEAD TO RINEHART'S OFFICE, IF I REMEMBER.

UH OH...JUST AS I THOUGHT--IF I WENT ***RACING*** DOWN THOSE STAIRS--

--I'D JUST ***COLLIDE*** WITH A SOLID STONE ***WALL!***

NUTS! IS EVERYTHING HERE AN ILLUSION?

BUT WHAT IF HE'S SET-TING ME UP? LEADING ME ON...WAITING TO SPRING SOMETHING ***REAL*** AT--

ROAR

WAIT! ***THAT GROWLING!***

GROAWLL!

OH, MY GOSH! A TIGER LEAPING DIRECTLY AT ME!

BUT, IS IT REAL? IS IT JUST ANOTHER ILLUSION!?

WHAT DO I DO?!?

MEANWHILE, AT THE EDITORIAL OFFICES OF THE DAILY BUGLE...

IT'S A BLAMED CON-SPIRACY, I TELL YOU!

PARKER AND ROBERTSON ARE BEHIND IT, AND THEY'VE ALREADY GOTTEN TO ALL THE OTHERS!

OH, I'VE SEEN THEIR ACCUSING EYES WHENEVER I WALK INTO EDITORIAL.

YOU'D THINK THOSE SIMPLETONS WOULD THANK ME FOR GIVING THEM A SALARY. BUT NO--THEY ALL HATE ME.

THEY'RE ALL TRYING TO DRIVE ME INSANE!

THEY WON'T SUCCEED! YOU HEAR ME? THEY WON'T SUCCEED!

JONAH, PLEASE...YOUR HIGH-BLOOD PRESSURE! YOU'VE GOT TO TAKE IT EASY!

DON'T DARE TELL ME WHAT TO DO, MARLA!

WHAP!

WAIT...WAIT! I SEE IT NOW. IT'S NOT ROBERTSON OR PARKER...IT'S SPIDER-MAN! YES--YES! HE'S THE ONE BEHIND THIS!

HE KILLED MY SON. NOW HE'S AFTER ME!

JONAH! YOU NEED TO GET AWAY FROM HERE FOR AWHILE. YOU NEED A VACATION!

WHAT? VACATIONS ARE FOR SIMPS AND WEAKLINGS! J. JONAH JAMESON DOESN'T NEED ANYTHING!

BUT, JUST THEN...

MR. JAMESON, THIS IS THE MAKE-UP FOR PAGE ONE. DO WE HAVE YOUR OKAY, SIR?

HOW DARE YOU BARGE IN HERE LIKE THAT!

BUT, SIR, YOUR SECRETARY SAID...

I DON'T CARE WHAT ANYONE SAYS! I'M THE BOSS! YOU LISTEN TO ME!

JONAH, LISTEN TO YOURSELF! YOU'RE SICK! YOU NEED SOME TIME OFF.

TIME OFF? NO! NEVER!

I SEE IT ALL NOW, MARLA. YOU'VE JOINED WITH THE OTHERS. YOU'RE AGAINST ME, TOO.

WELL, LADY, GIVE IT YOUR BEST SHOT BUT YOU STILL WON'T PUT ME DOWN.

NOW THEN-- EXCUSE ME! I'VE GOT A BOARD MEETING TO ATTEND... ALONE!

JONAH... PLEASE!

SHORTLY...

YOU'RE DEAD WRONG, CAHILL-- PROFITS ARE SOARING. AD REVENUE IS UP!

JAMESON'S THE BEST PUBLISHER THE BUGLE'S EVER HAD!

BUT WE'RE LOSING **CREDIBILITY** WITH HIS INCESSANT ANTI-SPIDER-MAN EDITORIALS. NO ONE **BELIEVES** US!

I'M TELLING YOU, JONES, WITHOUT CREDIBILITY, A NEWSPAPER IS **DONE FOR!**

WELL, WELL, ISN'T THIS LOVELY. ALL MY GOOD FRIENDS AND FELLOW STOCKHOLDERS TOGETHER IN ONE ROOM!

JONAH, WE ASKED YOU TO COME HERE BECAUSE SEVERAL OF US ARE SOMEWHAT **BOTHERED** OVER A FEW RECENT, EH, **DECISIONS.**

PRIMARILY, YOUR DISMISSAL OF JOE ROBERTSON. OUR **SURVEYS** INDICATE JOE WAS--

WHAT? YOU CALLED ME HERE BECAUSE OF THAT TURN-COAT TRAITOR?

HOW DARE YOU POMPOUS FOOLS QUESTION MY DECISIONS!

DO I HAVE TO REMIND YOU I OWN **CONTROLLING STOCK** HERE?

I WON'T PUT UP WITH...I...

...UNGGHHHH!

MY GOD! **JONAH!**

DR. MADISON! WHAT'S WRONG?

I'M A **CHEMIST,** NOT A MEDICAL DOCTOR...BUT SOMETHING TELLS ME JONAH'S HAVING A TOTAL **NERVOUS BREAKDOWN!**

COME ON, **MOVE IT!** SOMEONE CALL FOR AN AMBULANCE --AND **FAST!**

WHILE MURMURS OF JONAH'S QUESTIONABLE FUTURE AT THE BUGLE ARE KEPT TO HUSHED WHISPERS, THE SITUATION AT THE **RESTWELL NURSING HOME** IS BEING RAISED TO A THUNDERING

ROARR!

NOT SURE IF TONY HERE IS REAL OR ANOTHER ILLUSION--

--BUT I GOTTA TAKE THE CHANCE THAT IT'S A **FAKE**...

...OTHERWISE MY SPIDER-SENSES WOULD'VE BEEN TINGLING LIKE A CRAZED ALARM CLOCK!

IT **WAS** AN ILLUSION... JUST AS I THOUGHT!

NOT THAT KNOWING IT WILL DO ME ANY GOOD!

I'LL PROBABLY STILL FALL FOR THE NEX-- **HOLD IT!**

A HISSING SOUND COMING FROM THIS SIDE ROOM!

SNAKES! THEY'VE GOT TO BE SHAMS-- JUST LIKE THE TIGER!

BUT HIS ILLUSIONS APPEAR ALL TOO **REAL**-- I CAN'T JUST KEEP **FALLING** FOR THEM!

SO IT'S TIME FOR A LITTLE **PRE-VENTATIVE MEDICINE!**

A WEB-MASK, AND **VOILA!**

NOW WHAT I CAN'T SEE CAN'T HURT ME!

GOTTA HOPE MY SPIDER-SENSES LEAD ME STRAIGHT AND TRUE TO THE CRUD BEHIND ALL THIS GARBAGE!

BINGO! SAY THE SECRET WORD.

I SENSE SOME KINDA **WALL** IN FRONT OF ME ...AND HE'S STAND-ING RIGHT **BEHIND IT!**

WELL, HERE GOES **EVERY-THING!**

KRASH!

HI THERE, BUNKIE! YOU TRIED EVERYTHING TO KEEP ME OUTTA HERE... BUT, GUESS WHAT?

YOU **FAILED!**

NOT AT ALL, MY WEBBED FRIEND!

I KNEW MY ***SIMPLE ILLUSIONS*** COULD NOT KEEP YOU AWAY FOR LONG. BUT, YOU SEE, I WAS ***PREPARING*** CERTAIN ...EH, SURPRISES!

AND NOW, WALL-CRAWLER --***MYSTERIO, MASTER OF ILLUSION,*** WELCOMES YOU TO THE PARTY OF THE YEAR!

IT BEGINS WITH SOME SONG AND DANCE, BUT IT WILL END WHEN I SCORE MY ***DOUBLE COUP!***

BEFORE THIS NIGHT IS OVER, I SHALL RESCUE FROM OBSCURITY A TREASURE THAT HAS LONG BEEN ***HIDDEN*** FROM THE EYES OF MAN!

BUT BEFORE I DO, I FIRST SHALL ***MURDER YOU!***

FOOM

NOT BAD FOR A SUDDEN ATTACK, MYSTY--

--BUT YOU FORGOT MY PATENTED SPIDER-AGILITY!

TA ***TA!*** JUST CALL ME TWINKLETOES!

NO, MY FLEET-FOOTED FRIEND, I WILL CALL YOU ***DEAD!***

AND ONLY MYSTERIO HAS THE POWER TO MAKE THAT SIMPLE STATEMENT ***FACT!***

HE'S FIRING ***LIGHTNING*** AT ME? ANOTHER ILLUSION?

NO! I CAN SMELL THE AIR BURNING! IT'S ***REAL***-- GOTTA DODGE IT-- FAST!

ZZAK

KZZ

I DON'T KNOW WHERE YOU'VE BEEN ***KEEPING*** YOURSELF THESE PAST COUPLE OF YEARS--

--BUT I GUARANTEE YOU'RE GONNA ***REGRET*** COMING OUT OF RETIREMENT!

THWIP

YOU MAY NOT KNOW IT, MISTER, BUT I'VE GOT A ***PERSONAL SCORE*** TO SETTLE WITH YOU!

I'M GIVING YOU ***FAIR WARNING,*** CREEP! THIS FIGHT ISN'T ENDING UNTIL ONLY ONE OF US CAN STAND!

THAT IS ***PRECISELY*** WHAT I HAD IN MIND, SPIDER-MAN!

HUH? MY WEB! YOU'RE ***DISSOLVING*** IT!

OBVIOUSLY, YOU'VE FORGOTTEN THE CORROSIVE ***ACID*** STORED IN MY GAUNTLET. UNFORTUNATELY FOR YOU, I HAVEN'T.

AND NOW, MY WEBBED FOE, THIS BATTLE COMES TO AN ABRUPT ***END!***

WHAT IN THE WORLD?

A DOZEN MYSTERIOS-- ALL COMING AT ME TOGETHER!

ONLY ONE OF US IS **REAL!** ONLY ONE OF US HOLDS THE WEAPON THAT WILL **DESTROY YOU!**

BUT YOUR PROBLEM IS: **WHICH** ONE OF US SHOULD YOU EVADE?

MY SPIDER-SENSES AREN'T PINPOINTING THE REAL McCOY! SOMEHOW HE MUST BE **JAMMING** THEM!

WHAT DO I DO? I CAN'T JUST STAND HERE LIKE A **CLAY PIGEON** WAITING TO BE BLASTED!

GOTTA MAKE A MOVE-- **ANY MOVE!**

ATTACKING US, SPIDER-MAN? ISN'T THAT A **WASTED EFFORT?**

YOU MAY BE EXPOSING YOUR BACK TO THE **REAL** MYSTERIO!

I'LL TAKE MY CHANCES, HANDSOME--

--AND HOPE I CAN **SENSE** YOUR SHOOTING AT ME IN TIME!

WHOMP!

WHA--?!? SOMETHING'S SMASHING INTO ME--I'M BEING TOSSED BACK LIKE A **BEACH-BALL!**

BUT, I DIDN'T SEE ANYTHING!

CRIPES! I WAS LEAPING AT A WALL I DIDN'T EVEN KNOW WAS THERE!

HOW MANY BLASTED ILLUSIONS IS HE JUGGLING, ANYWAY?

THIS IS BECOMING RIDICULOUS! I CAN'T TRUST MY SENSES... DON'T DARE **MASK** MY EYES A SECOND TIME--

--NOT WHEN MYSTERIO MIGHT SOMEHOW GIVE HIMSELF AWAY IN THE MOMENT BEFORE **BLASTING** ME!

NOW IS THE MOMENT OF YOUR **RECKONING,** MY WEBBED FRIEND! ANY FINAL THOUGHTS TO BE GRAVEN ON YOUR **TOMBSTONE?**

YEAH! YOU SURE YOU'RE AFTER THE RIGHT GUY?

IF YOU GIVE ME A LITTLE TIME, MAYBE I COULD LURE **IRON MAN** HERE FOR YOU TO BLAST!

NO, SPIDER-MAN--IT'S YOU I WANT...AND IT IS YOU I SHALL **HAVE!**

WHAKKO

NOT ONE OF THE MYSTERIOS YOU WERE STARING AT WAS **REAL,** MY FRIEND. **ALL** WERE MERE ILLUSIONS... **RED HERRINGS,** IF YOU WISH. THOUGH I WAS ALWAYS STANDING BESIDE YOU, FOR ALL INTENTS AND PURPOSES, YOU BELIEVED ME TO BE PART OF THE **WALL!**

THAT WAS A MISTAKE, SPIDER-MAN-- **A DEADLY MISTAKE!**

IT TAKES SEVERAL MINUTES BEFORE THE WEB-WEAVER REVIVES, BUT, WHEN HE DOES, HE REALIZES HE IS NO LONGER IN MYSTERIO'S OFFICE, BUT...

I'VE BEEN **CHAINED DOWN**...TO THE BOTTOM OF THE SWIMMING POOL! BUT...**WHY?**

WHY? BECAUSE THIS IS A MORE **DRAMATIC** WAY OF REMOVING YOU, AND MYSTERIO HAS ALWAYS HAD A FLAIR FOR **THEATRICS!**

THIS SWIMMING POOL IS USED TO SOAK AWAY THE **PAINS** OF THE ELDERLY WHO LIVE HERE.

WOULDN'T ITS DESIGNERS BE ASTOUNDED TO SEE HOW IT IS BEING USED TODAY!

YOU CAN'T DO THIS!

OH, BELIEVE ME, MY FRIEND --I CAN DO ANY-THING MY HEART DESIRES!

HAH!

INCLUDING, SPIDER-MAN, SENDING YOU TO YOUR **WATERY GRAVE!**

HA! HAH!

NEXT ISSUE: NOW YOU SEE ME! NOW YOU DIE!

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the AMAZING SPIDER-MAN®

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I'VE **GOT** YOU NOW, SPIDER-MAN!

YOU'RE GOING...

...GOING--

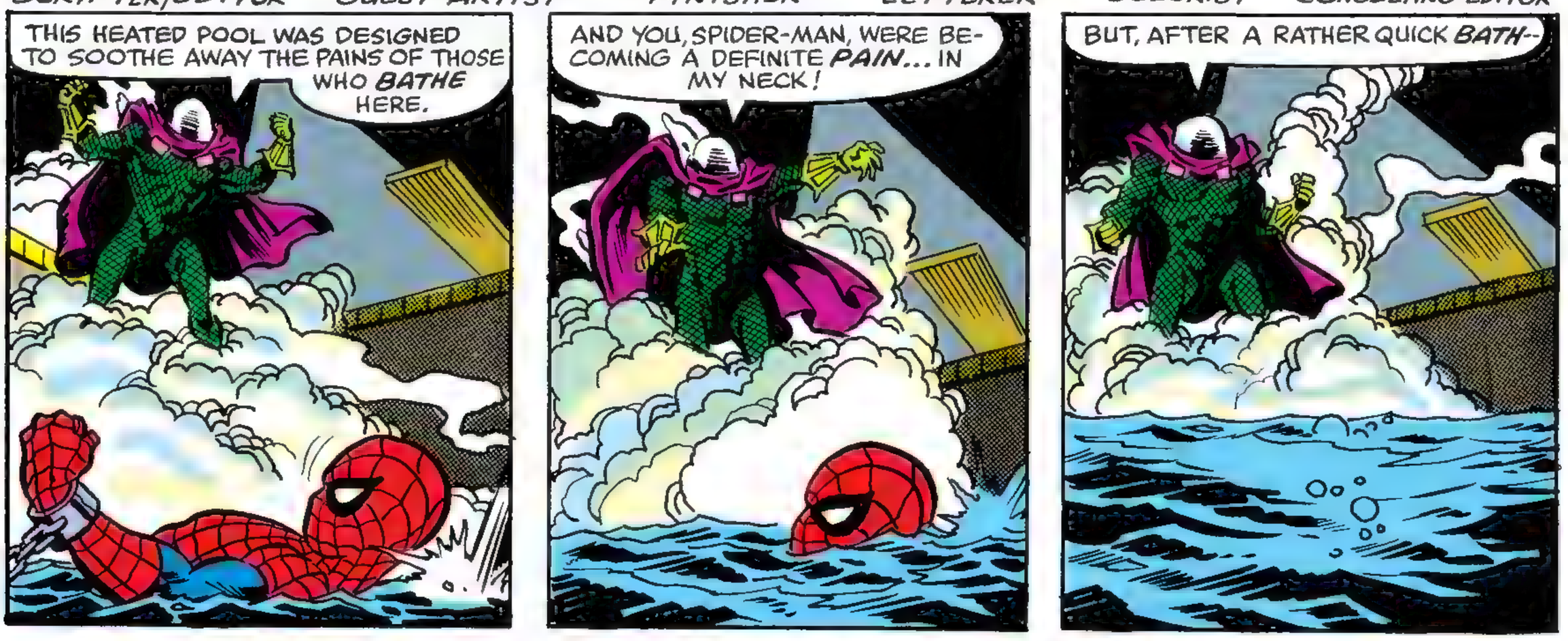
GONE!

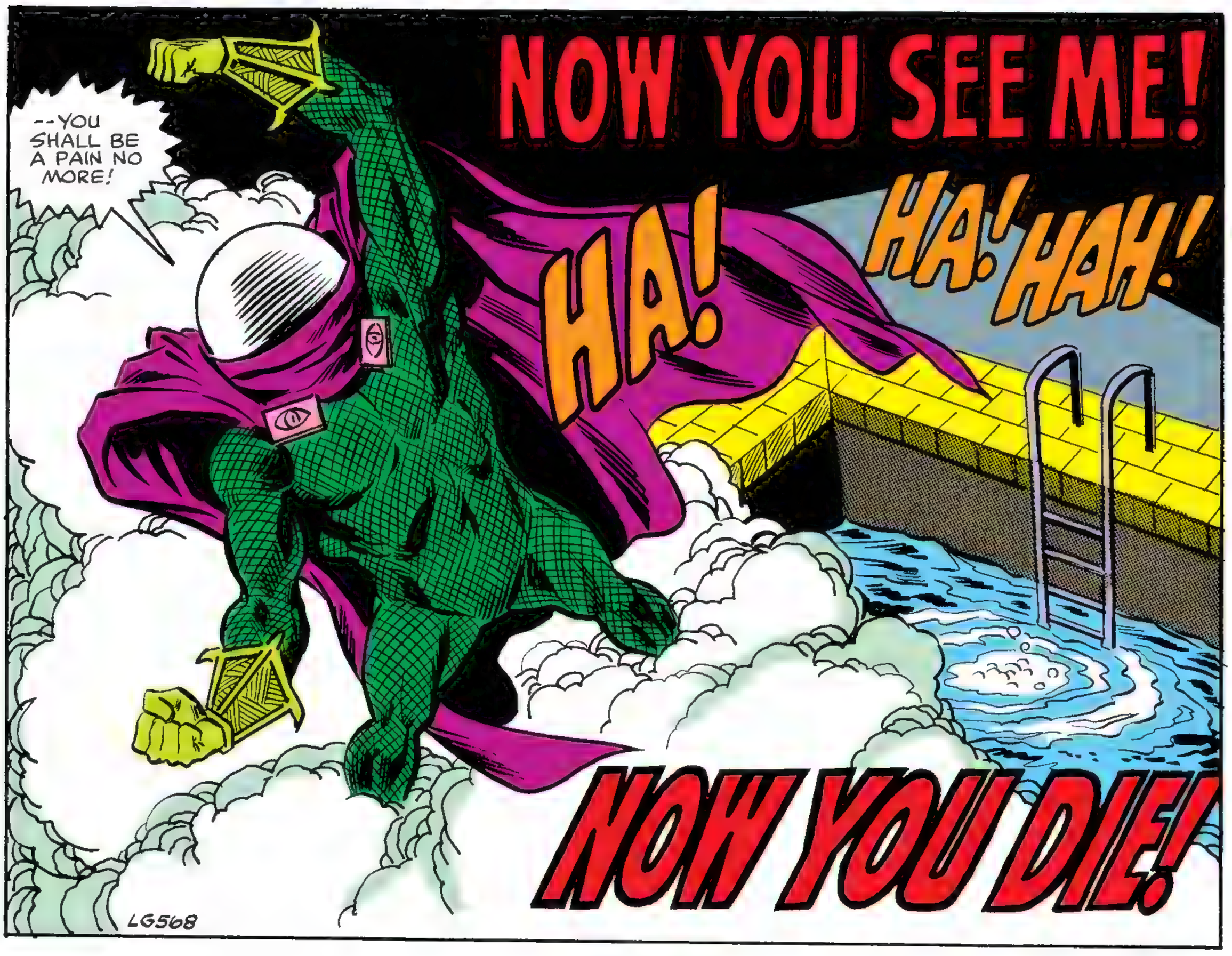
MYSTERIO IS ANOTHER NAME FOR MADNESS!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN *SCRIPTER/EDITOR* SAL BUSCEMA *GUEST ARTIST* JIM MOONEY *FINISHER* JOE ROSEN *LETTERER* G. ROUSSOS *COLORIST* JIM SHOOTER *CONSULTING EDITOR*


THIS HEATED POOL WAS DESIGNED TO SOOTHE AWAY THE PAINS OF THOSE WHO BATHE HERE.
AND YOU, SPIDER-MAN, WERE BECOMING A DEFINITE PAIN... IN MY NECK!
BUT, AFTER A RATHER QUICK BATH--



I DO HOPE YOU CAN *HOLD* YOUR BREATH AWHILE LONGER, SPIDER-MAN...

...I DON'T WISH TO PERSONALLY *WATCH* YOU DROWN!

THE *TRAUMA* MIGHT RUIN ME FOR THE REST OF THE DAY!

THE FOOL IS *GONE* AT LONG LAST. NOW TO GET DOWN TO MY TRUE BUSINESS!

I'VE DONE AWAY WITH SPIDER-MAN... AND I CAN GET RID OF YOU JUST AS EASILY.

BUT I WILL KEEP YOU *ALIVE*... AT LEAST UNTIL I *RETRIEVE* THE TREASURE YOU WERE SEARCHING FOR.

YOU WON'T FIND IT, CRUD. I ONLY TOLD YOU WHAT IT'S *WORTH*... NOT 'XACTLY WHAT IT IS.

I WILL FIND IT, MY FRIEND, WITH OR WITHOUT YOUR ASSISTANCE.

NOTHING THAT IS POTENTIALLY WORTH *BILLIONS* WILL LONG ESCAPE THE CLUTCHES OF MYSTERIO.

FREE ME, YA CREEP, OR SO HELP ME I'LL *KILL* YA.

AS YOU DID BEN PARKER? LOOK WHAT THAT GOT YOU!

A PRISON SENTENCE AND *NO* WEALTH.

BUT I HAVE MY METHODS, FRIEND. AND EVEN THOUGH YOU COULD NOT FIND IT WHILE SEARCHING THE PARKER HOUSE, I SHALL.

REMEMBER, TECHNICALLY I NOW *OWN* THAT HOUSE--

JUST AS I NOW OWN *YOU!*

WHA? HE'S GONE! DISAPPEARED!

N-NO... GOTTA REMEMBER... THAT'S JUST AN *ILLUSION.*

BUT THIS AIN'T NO ILLUSION, MYSTERIO! I'LL GET FREE SOMEHOW--

--AN' WHEN I DO, I'LL *MURDER YA!*

HE'S GONE! HE DIDN'T LISTEN TA ME. BUT HE'LL LISTEN SOON ENUFF.

HEY! THAT OLD *MIRROR* LYIN' THERE!

THEY SAY *SMASHIN'* IT'LL MEAN SEVEN YEARS BAD LUCK!

BULL!

KRASH!

THIS LITTLE PIECE 'A GLASS IS ABOUT TA BRING ME A WHOLE PARCEL A' GOOD LUCK!

IN SPADES!

MEANWHILE...

I'VE *LOST!* THIS TIME THERE'S NO WAY OUT!

IF IT WEREN'T FOR THIS WEB-BUBBLE, I'D BE OUT OF AIR!

BUT IT *CAN'T* LAST MUCH LONGER.

IN ANOTHER FIVE MINUTES, I'LL BE DONE FOR!

AGGHHH! MY ARM'S STILL KILLING ME! CAN'T MUSTER ENOUGH STRENGTH OR LEVERAGE TO SHATTER THE CHAINS!

IT'S NO USE... WHY STRUGGLE? WHY BOTHER?

SPIDER-MAN'S ALWAYS BEEN A *LOSER!* THIS IS JUST MY FINAL FAILURE!

AND IT *FIGURES!* I'M GOING ALONE... WITHOUT FANFARE!

WHEN THEY FIND MY CORPSE, THE CITY WILL PROBABLY THROW A *PARTY*--

--WITH JONAH JAMESON BUYING DRINKS FOR EVERYONE!

I--I DON'T BELIEVE IT... MY WEB'S SPRUNG A *LEAK!*

I WON'T EVEN HAVE FIVE MORE MINUTES TO SUFFER!

I'LL BE GONE IN *SECONDS!*

NO!

THAT WAS THE *FINAL STRAW!* I'M NOT GOING OUT THIS WAY!

BLAST IT-- I'M GONNA *FIGHT* THIS! I'M NOT GIVING UP!

DON'T NEED THE WEB-BUBBLE ANY LONGER... THE WATER FILLED IT TO THE TOP!

BESIDES, IT'LL BE BEST TO *SEE* WHAT I'M DOING!

UNGHHH! SO TIRED... MY EVERY BONE IS THROBBING IN PAIN!

BUT I GOTTA FIGHT IT... GOTTA FORGET THE AGONY!

HEY! THE *DRAIN PLUG!*

IT'S WITHIN REACH OF THE WEBBING!

GOT IT! BUT DO I HAVE ENOUGH STRENGTH TO PULL IT FREE?

DO I HAVE ENOUGH *TIME?*

THERE'S GOTTA BE TIME! I CAN'T FAIL AGAIN!

NOT NOW!!

I FAILED TO STOP UNCLE BEN FROM BEING MURDERED! I FAILED TO SAVE GWEN!

JOHN JAMESON SLIPPED THROUGH MY FINGERS! I COULDN'T EVEN HOLD ONTO THE BLACK CAT!

NOW SOME-THING HAS HAPPENED TO AUNT MAY... SOME-THING I'M NOT EVEN SURE ABOUT!

I'M NOT GONNA CASH IN MY CHIPS UNTIL I KNOW THE *TRUTH!*

I'VE GOT TO STOP FAILING NOW--OR EVERY-THING THAT HAS EVER BEEN IMPORTANT TO ME WILL HAVE *NO MEANING!*

IF I'VE EVER DONE ANY GOOD AS SPIDER-MAN--IF I'VE EVER HELPED ANY MAN WITH THESE ***POWERS*** FATE HAS GIVEN ME--

--THEN LET ME SUCCEED *NOW!*

LET ME FIND OUT WHAT HAS HAPPENED TO AUNT MAY!

*HIS BONES ARE THROBBING WITH INDESCRIBABLE **PAIN**, BUT THE GRIM YOUTH'S **WILL** IS IRONCLAD! THEN, WITH HIS LAST OUNCE OF STRENGTH, WITH HIS LAST FALTERING BREATHS--*

--SPIDER-MAN IS TRIUMPHANT!

IT'S WORKING... I'VE DONE IT!

THE WATER'S *RUSHING* OUT INTO THE DRAIN!

I... I DID IT... I'M... ALIVE.

AND WITH THAT HEART RENDING THOUGHT, MERCIFULLY COMES UNCONSCIOUSNESS...

FOR LONG MOMENTS, THE AMAZING YOUTH FEELS HIS BODY *REGENERATE.* THEN...

UHH... FEEL STRONGER, BUT I WOULDN'T WANT TO GO THRU *THAT* AGAIN...

SPIDERS AND FISHES AREN'T EXACTLY KINS- ME--

HOLD IT JUST ONE BLASTED MINUTE!

SOMETHING'S *WRONG!* I'M AS DRY AS THREE-DAY OLD CRACKERS...

...AND THIS SWIMMING POOL ISN'T EVEN *DAMP!*

HE DID IT TO ME *AGAIN!* ALL THAT AGONY... ALL THAT *TORTURE*-- IT WAS ANOTHER BLASTED *ILLUSION!*

MAN, DOME-HEAD'S RACK-ING UP POINTS. WHEN I GET MY LITTLE WEBBED HANDS ON 'IM--

--HE'LL REGRET EVER COMIN' OUT OF RETIREMENT!

BUT FIRST LET'S SEE IF I CAN BREAK FREE OF THESE CHAINS!

DID IT! WITHOUT THE "WATER PRESSURE" SLOWING ME DOWN, I HAD ALL THE *LEVERAGE* I NEEDED!

ONCE MORE SPIDER-MAN IS *FREE!*

AND THIS TIME HE'S GONNA THINK WITH HIS *HEAD* AND NOT HIS HEART!

MYSTERIO ISN'T AROUND HERE OR ELSE I'D BE ABLE TO SENSE HIS PRESENCE.

BUT I'M NOT GOING OFF HALF-COCKED AND CHASE HIM DOWN FEEL-ING AS WEAKLY AS I DO.

FOR ONCE IN MY THICKHEADED LIFE, I'M GONNA DO THE RIGHT THING!

I'LL GET TO THE BOTTOM OF THIS MYSTERY *TOMORROW!*

I'LL FIND OUT WHAT THAT ILLUSION-CASTING CREEP DID WITH MY AUNT-- *AFTER* I'VE HAD A NIGHT'S SLEEP!

'CAUSE ONCE I'M AT MY FULL STRENGTH, MYSTERIO HASN'T AN ICE CUBE'S CHANCE IN HADES OF ESCAPING ME!

24 HOURS LATER...

UNNHHH... IT SEEMS LIKE I'VE SLEPT A CENTURY!

BUT I FEEL BETTER... A WHOLE LOT BETTER!

MY ARM DOESN'T EVEN *TWINGE!*

BLESS YOU, SPIDER-POWERS... ALL I NEEDED WAS ONE GOOD NIGHT'S SLEEP AND I'M BETTER THAN EVER!

IT'S HARD TO BELIEVE I'VE BEEN ON THE GO EVERY MINUTE SINCE I BROKE MY ARM!

I HAVEN'T HAD A MOMENT TO *BLINK*, LET ALONE LET MY RECUPERATIVE POWERS HEAL ME!

DON'T NEED THIS CAST ANY LONGER!

SUDDENLY, I FEEL LIKE A GREAT *WEIGHT* IS OFF ME!

SKAK!

JUST REALIZED SOMETHING ELSE-- I ALSO HAVEN'T *EATEN* FOR THE PAST SEVENTY-TWO HOURS!

I'M *FAMISHED!*

THE BUTTERY SMELL OF FRYING EGGS CLINGS TO THE SERVICE KITCHEN AREA AS...

PETE? YOU HERE? IT'S *US!*

YEAH, HARRY... I'M IN THE *KITCHEN*... HOLD ON, I'LL BE RIGHT OUT.

MENUS

WHAT'S HE DOING HERE? I DIDN'T THINK ANY OF MY FRIENDS WOULD EVER WANT TO SPEAK TO ME AGAIN.

OH, NO-- WAITASEC!

I'M STILL WEARING MY SPIDEY SUIT.

AND MY ROBE IS OUT IN THE *LIVING-ROOM.*

THERE'S, NO WAY TO REACH IT WITHOUT THEM SEEING WHAT I'M WEARING.

TAKE A SEAT, GUYS. I'LL BE WITH YOU IN A MOMENT.

NOW, WHILE THEIR BACKS ARE TURNED!

C'MON, TRUSTY WEBBING-- DO YOUR STUFF!

THWIP

PLEASE, LET *LUCK* BE WITH ME JUST THIS ONCE.

SNAGGED IT!

AND, A MOMENT LATER...

SORRY FOR THE *DELAY*... I WASN'T EXPECTING COMPANY!

WE CAME HERE TO... WELL, JUST TO SAY HOW *SORRY* WE ARE ABOUT YOUR AUNT, PETE.

WE DIDN'T KNOW THAT--

HARRY, YOU DON'T HAVE TO SAY ANYTHING.

LISTEN, I'VE BEEN UNDER A *STRAIN* LATELY... I'VE SAID AND DONE THINGS I NORMALLY WOULDN'T DO.

MAYBE WE CAN *SWEEP* IT UNDER THE RUG. BEGIN ALL OVER AGAIN.

THAT'S WHAT WE'D LIKE TO DO, PETER.

WE'VE ALL KNOWN EACH OTHER TOO LONG TO *ARGUE* NOW.

HARRY SAID IT FOR *ALL* OF US, PETE.

THANKS, FLASH... I APPRECIATE IT.

IT'S SORTA *STRANGE*. WHEN I THOUGHT I HAD *LOST* ALL MY FRIENDS, THEN, WHEN I HEARD MY AUNT HAD DIED...

...I DIDN'T SEE ANY REASON TO *CONTINUE*. WHAT WAS THE *USE*?

BUT, YOUR COMING HERE... WELL-- YOU DON'T KNOW WHAT IT *MEANS* TO ME.

BUT, JUST THEN...

OH, NO-- MY SPIDER-MAN TUNIC-- IT'S HANGING ON THAT *CHAIR* IN THE BEDROOM.

GOTTA GET THEM LOOKING THE *OTHER* WAY-- FAST.

I HATE TO BRING THIS UP NOW, PETE... BUT MAYBE YOU SHOULD CALL *BETTY*. SHE'S STILL SHAKEN UP BY WHAT YOU SAID TO HER.

I'D RATHER NOT, FLASH... LET HER *FORGET* ME. SHE BELONGS WITH NED.

THEN YOU HAVEN'T HEARD?

NOT A THING, LIZ.

BETTY'S NOT GOING BACK TO NED. THEY'RE *SEPARATING*...

THEN SHE'S MAKING A *STUPID* MISTAKE. BLAST! I SHOULD HAVE BEEN *FIRMER*--

EVERYTIME I LET HER SEE ME I WAS MAKING IT HARDER AND HARDER FOR HER TO GO BACK TO NED.

SO *THAT'S* WHY YOU INSULTED HER? YOU WERE TRYING TO GET HER TO GO BACK TO HER HUSBAND!

AND WE ALL THOUGHT YOU WERE BEING *CALLOUS!*

COME ON, HARRY-- I *CARE* FOR BETTY... TOO MUCH TO LET HER RUIN HER MARRIAGE BECAUSE OF ME.

WELL, IT'S NOT BECAUSE OF YOU NOW, PETE... SHE AND NED, WELL... THERE'S TOO MUCH KEEPING THEM APART TO GET THEM BACK TO-GETHER.

FACT IS, BETTY'S ROOMING WITH ME UNTIL WE CAN FIND HER OWN APARTMENT.

UHHH, LISTEN, GUYS... I'M STILL A LITTLE *SHAKEN* ABOUT EVERYTHING...

...I THINK IT MIGHT BE BEST IF I WERE ALONE RIGHT NOW. THERE'S STILL SO MUCH I'VE GOT TO DO.

WE'RE HERE IF YOU NEED ANY HELP, PETE.

I KNOW... FLASH, AND THANK YOU.

FOR *ANYTHING*, PETE... PLEASE CALL.

I WILL.

THE DOOR IS CLOSED, AND THEN...

WHEW! THEY'RE GONE... AND THEY DIDN'T SEE MY COSTUME.

NOW I GOTTA GET MOVING!

A FEW HARRIED MINUTES LATER...

I'LL WORRY ABOUT BETTY SOME OTHER TIME... RIGHT NOW I FEEL RESTED ENOUGH TO SEARCH AFTER MYSTERIO--

--AND TO GET TO THE *BOTTOM* OF WHATEVER'S GOING ON!

GOTTA CONNECT *TWO* THINGS... AUNT MAY'S HOUSE WAS DEFINITELY *VANDALIZED* BY SOMEONE... COULD BE MYSTERIO--

BUT THE QUESTION IS-- *WHY* WAS EVERYTHING TORN APART?

WHAT'S IN THAT HOUSE THAT'S WORTH RIPPING THRU IT LIKE A RAMPAGING CYCLONE?

WRECKAGE EVERYWHERE-- WALLS HAVE BEEN RIPPED APART...FLOORBOARDS HAVE BEEN PRIED UP!

BUT *WHY?*

IN

WHAT WAS MYSTERIO SEARCHING FOR ?!?

I CAN ANSWER THAT, MY WEBBED FRIEND!

HUH? *WHO--?*

WHAT IN THE WORLD? THE *CEILING'S VANISHED!*

THERE'S NOTHING TO SUPPORT ME BUT THIN AIR!

SUDDEN SHOCK THREW ME OFF BALANCE... I'M *FALLING!*

KRASH!

NATURALLY, I RE-ACTED SO FAST I DIDN'T BOTHER THINKING!

THE CEILING COULDN'T JUST VANISH--

NO MORE THAN THE *REST* OF THIS HOUSE COULD VANISH?

C'MON, GLOBE-DOME-- *SHOW YOURSELF!* I KNOW YOU'RE HERE!

THERE'S ONLY ONE MAN ALIVE WHO CAN PULL OFF A TRICK LIKE THIS! *MYSTERIO!*

HOW RIGHT YOU ARE, MY FRIEND! MYSTERIO, LIVE AND IN PERSON!

NOT FOR MUCH LONGER, HAPPY-BOY!

I'M GONNA GET TO THE BOTTOM OF WHAT'S GOING ON-- *ONE WAY OR ANOTHER!*

AND THAT MEANS, BROTHER, YOU'RE GONNA TALK, EVEN IF I HAVETA RIP YOU APART!

FOOM!

HOW CAN YOU EXPECT TO *TOUCH* ME, SPIDER-MAN-- IF *YOU* DON'T EVEN *EXIST?*

I'M *DISSOLVING!* SOMEHOW HE'S MAKING MY *LEGS VANISH!*

THIS IS ONLY THE *BEGINNING*, SPIDER-MAN! SOON YOU WILL BE COMPLETELY GONE!

NOW YOU SEE YOU, BUT SOON YOU *WON'T!*

NO!

NO!!

NO!!

GOODBYE, SPIDER-MAN... I HOPE I'VE SEEN THE *LAST* OF YOU.

FOR NOW I'VE MORE IMPORTANT DUTIES TO ATTEND TO!

THE BLACKNESS IS EVERYWHERE. STIFLING. OVERWHELMING.

I SEEM TO BE SOME SORT OF *NEGATIVE*... EVERYTHING'S THE EXACT *OPPOSITE* OF WHAT IT SHOULD BE.

BUT THIS IS JUST *ANOTHER ILLUSION!*

MYSTERIO'S NOT CAPABLE OF ANYTHING ELSE!

GOTTA *BLIND* MYSELF TO WHAT HE WANTS ME TO SEE... GOTTA SEE WHAT I *KNOW* IS OUT THERE.

GOTTA REMEMBER EVERYTHING'S STILL *NORMAL*... THAT I'M STILL IN AUNT MAY'S OLD HOUSE...

...AND IF I BELIEVE IT... NOT EVEN MYSTERIO'S TRICKS CAN MAKE ME SEE OTHERWISE!

I'M *REFORMING* AGAIN... TURNING NORMAL... IT'S JUST AS I THOUGHT--

HIS ILLUSION POWERS ARE AS MUCH *HYPNOTIC* AS THEY ARE SPECIAL EFFECTS.

WELL, HE'S NO LONGER *LULLED* ME INTO BELIEVING WHAT HE WANTS ME TO BELIEVE.

FACT IS, AS OF NOW, NOTHING HE DOES CAN STOP ME!

THERE HE IS! SOARING OFF ON HIS *CLOUD!*

THERE MUST BE A MINI-HELICOPTER OF SOME SORT UNDER ALL THAT SMOKE.

THWIP!

IF I AIM FOR WHERE THE *BLADES* SHOULD BE--!

GOT 'EM!

SPIDER-MAN? YOU ARE BECOMING AN ANNOYANCE!

NOT FOR MUCH LONGER, BUBBLE-HEAD!

HEY! WHERE DID YOU GO?

OH, YOU KNOW ME, SPIDEY--

I'M ALWAYS WHERE YOU LEAST EXPECT IT!

OOF! BEHIND ME? BUT WHY DIDN'T MY SPIDER-SENSES DETECT IT?

THOK!

BECAUSE, MY FRIEND, I HAVE WAYS OF *JAMMING* YOUR POWERS!

IF THAT'S THE CASE, DOMEY--

--THE *KID GLOVES* ARE OFF!

THE FIGHT'S *OVER!*

SWOK!

PERHAPS, SPIDER-MAN-- BUT NOTHING IS CERTAIN UNTIL THE FINAL PUNCH IS THROWN--

--AND ONE OF US GOES DOWN FOR THE FINAL COUNT!

HE'S TOSSING A FIREBLAST AT ME!

BUT IS IT REAL OR NOT? THERE'S NO WAY TO TELL!

I CAN FEEL THE *HEAT* PIERCING MY COSTUME... BUT THAT DOESN'T MEAN A THING!

MYSTY'S ILLUSIONS ARE SO PERFECT YOU *THINK* YOU FEEL THEIR EFFECTS!

JUST GOTTA TRUST MY SPIDER-SENSES WHICH TELL ME ALL'S CLEAR--

--GOTTA *PLOD* ON THRU EVEN IF I'M GETTING A FALSE SIGNAL!

WAIT! THE FLAMES *ARE REAL!* GOTTA BACK OFF BEFORE IT'S TOO LATE!

I THOUGHT THE *BUZZING* IN MY NOGGIN' FELT A BIT OFF!

MYSTERIO *CREATED* THE FEELING OF MY SPIDER-SENSES TO THROW ME OFF BALANCE!

SPEAKING OF OFF-BALANCE!

SO BUSY DODGING THE FIRE BLAST I DIDN'T SEE THIS CHIMNEY!

PLOK!

DAZED... MY HEAD'S POUNDING LIKE SPINKS AFTER ALI DOWNED HIM!

AND MYSTERIO'S GETTING AWAY!

CAN'T LET HIM... HE'S THE ONLY ONE WHO KNOWS WHAT HAPPENED TO AUNT MAY!

GOTTA FIND OUT WHY HE WAS SEARCHING HER OLD HOUSE... WHAT HE EXPECTED TO FIND THERE!

HE'S HEADING TOWARD--

--HMMM... RESTWELL NURSING HOME... THE CRIMINAL ALWAYS RETURNS TO THE SCENE OF THE CRIME!

RESTWELL NURSING HOME

WELL, I DON'T CARE WHERE HE'S HIDING HIMSELF-- THIS TIME HE'S *NOT* ESCAPING!

ONE THING'S FOR CERTAIN-- HE'S IN HERE SOMEWHERE!

BUT THE PROBLEM IS-- HOW DO I FIND HIM WHEN HE CAN PLAY HAVOC WITH MY EXTRA SENSES?

HMMM...IF I CAN TRUST MYSELF, MYSTY'S SOMEWHERE AHEAD OF ME.

IS HE LEADING ME INTO ANOTHER TRAP?

I GOTTA TAKE THE BAIT! IF I KEEP MOVING AHEAD I'VE GOT TO FIND HIM SOMETIME!

WELL, WELL, LOOK WHO'S HERE-- BUBBLE-HEAD HIMSELF!

STAND WHERE YOU ARE, SPIDER-MAN-- OR SO HELP ME I'LL *BLAST* YOU BEFORE YOU MOVE!

KRASH

SORRY, HANDSOME, BUT THAT BUCK ROGERS BLAST GUN WENT OUT OF STYLE *DECADES* AGO!

I WANT SOME ANSWERS, MISTER-- WHY WERE YOU IN THAT OLD HOUSE? WHAT DID YOU DO WITH THE WOMAN WHO LIVED THERE?

THOSE ARE QUESTIONS I'M AFRAID I'VE NO ANSWERS FOR!

YOU SEE, WHAT I WAS SEARCHING FOR NO LONGER SEEMS TO BE THERE!

WHICH MEANS I AM NO LONGER NEEDED HERE!

THEREFORE, MY ARACHNID FRIEND, ONCE I DEAL WITH YOU, I SHALL BE GOING!

I'D LIKE TO SAY IT WAS WORTH COMING OUT OF RETIRE-MENT, BUT IT DEFINITELY WASN'T! GOODBYE.

WHAT? THAT DART GUN-- IT WAS *REAL!*

H-HE *SHOT* ME!

EVERYTHING'S GETTING *BLURRY!* I-- I FEEL WEAK... UNSTEADY... CAN BARELY SEE STRAIGHT!

DID YOU THINK MY GUN WAS ANOTHER *ILLUSION?* SHAME ON YOU, SPIDER-MAN!

THAT WAS A *TRANQUILIZER* DART, MY FRIEND, FILLED WITH ENOUGH *DE-PRESSANT* TO KILL AN ELEPHANT HERD!

I'D BE FASCINATED TO SEE WHAT IT DOES TO YOU--BUT I'VE GOT TO BE GOING!

NO! YOU'VE GOT TO *STAY HERE!* I HAVE TO KNOW WHAT YOU WERE LOOK-ING FOR!

I COULDN'T ANSWER THAT EVEN IF I WANTED TO...

I DON'T KNOW WHAT *TREASURE* WAS HIDDEN THERE...I JUST KNOW ITS *VALUE.*

MAY PARKER COULDN'T HELP US FIND IT...I COULDN'T LOCATE WHERE THE BOX MAY HAVE BEEN HIDDEN--

--AND I'M TOO MUCH THE *REALIST* TO CONTINUE A FUTILE SEARCH!

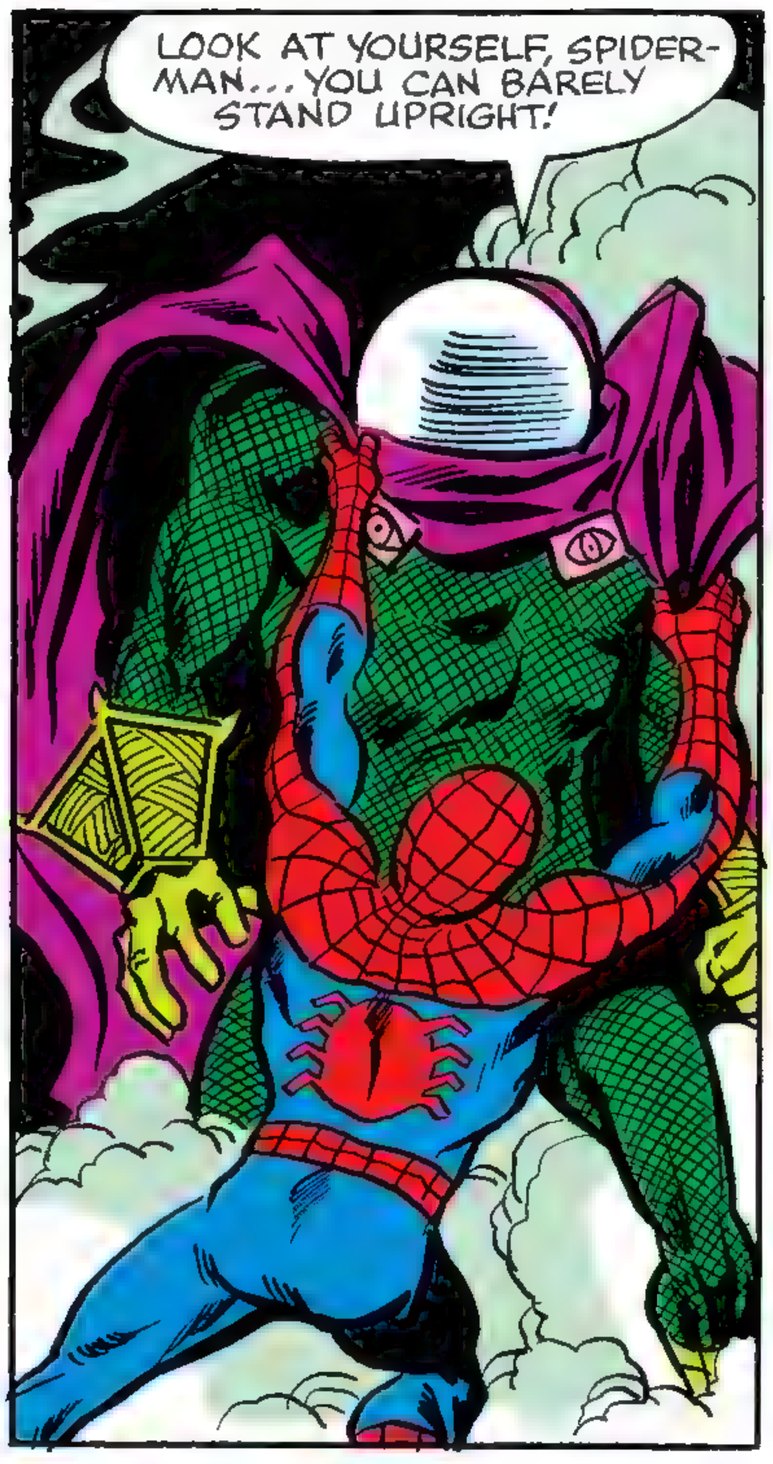
THERE ARE OTHER *SCAMS* TO BECOME INVOLVED WITH, MY FRIEND...

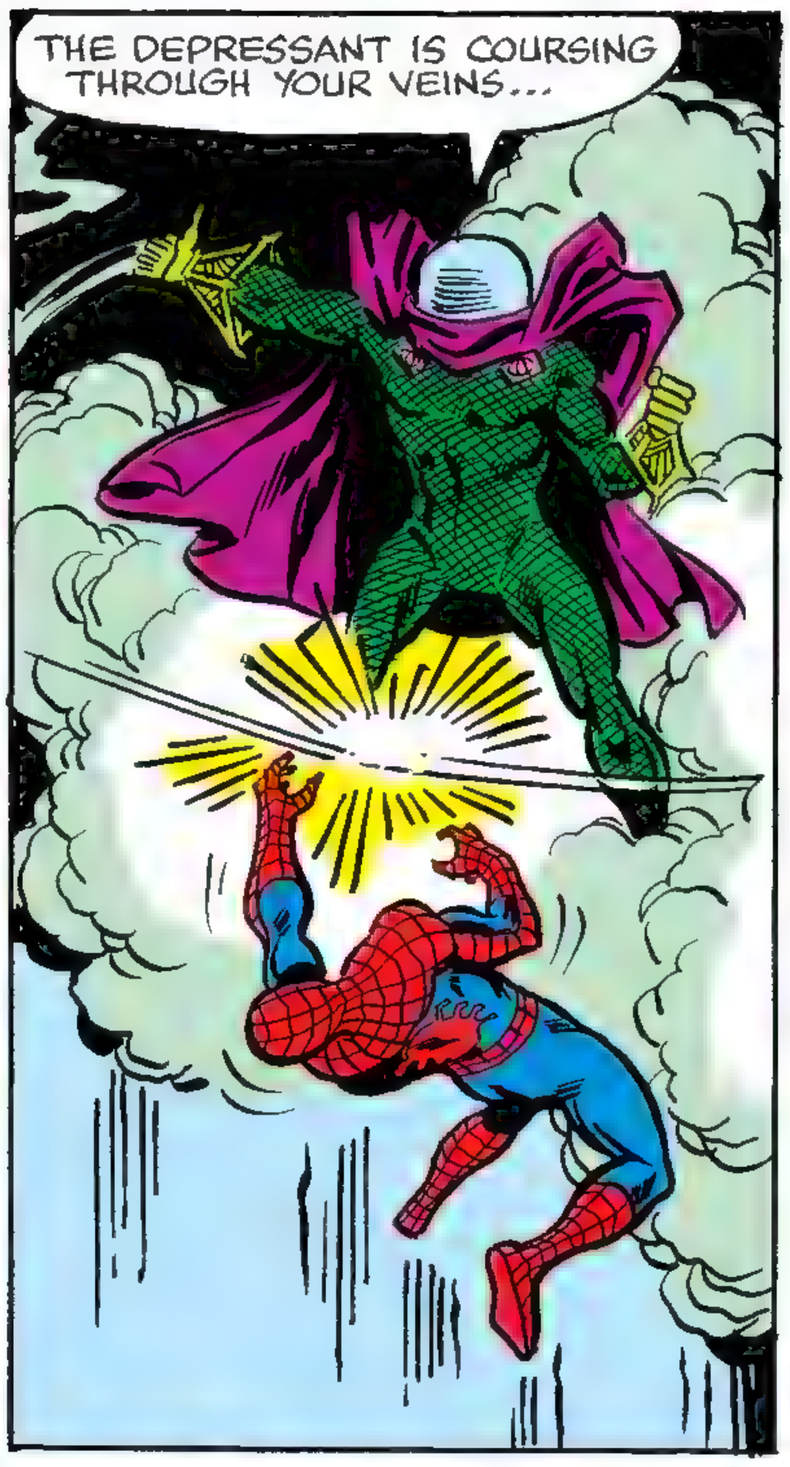
...OTHER WAYS OF IMPROVING MY FINANCIAL CONDITION.

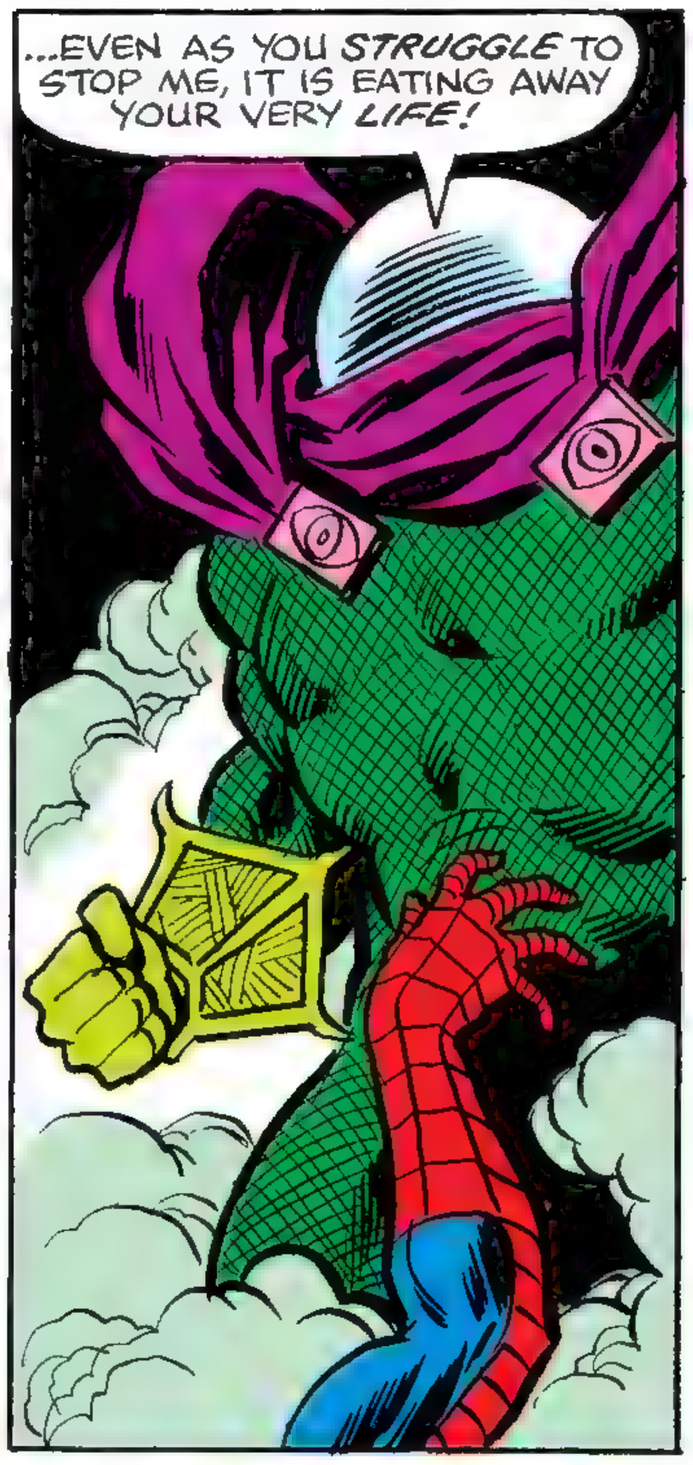
NO! YOU'RE NOT LEAVING YET, MYSTERIO... I WON'T LET YOU!

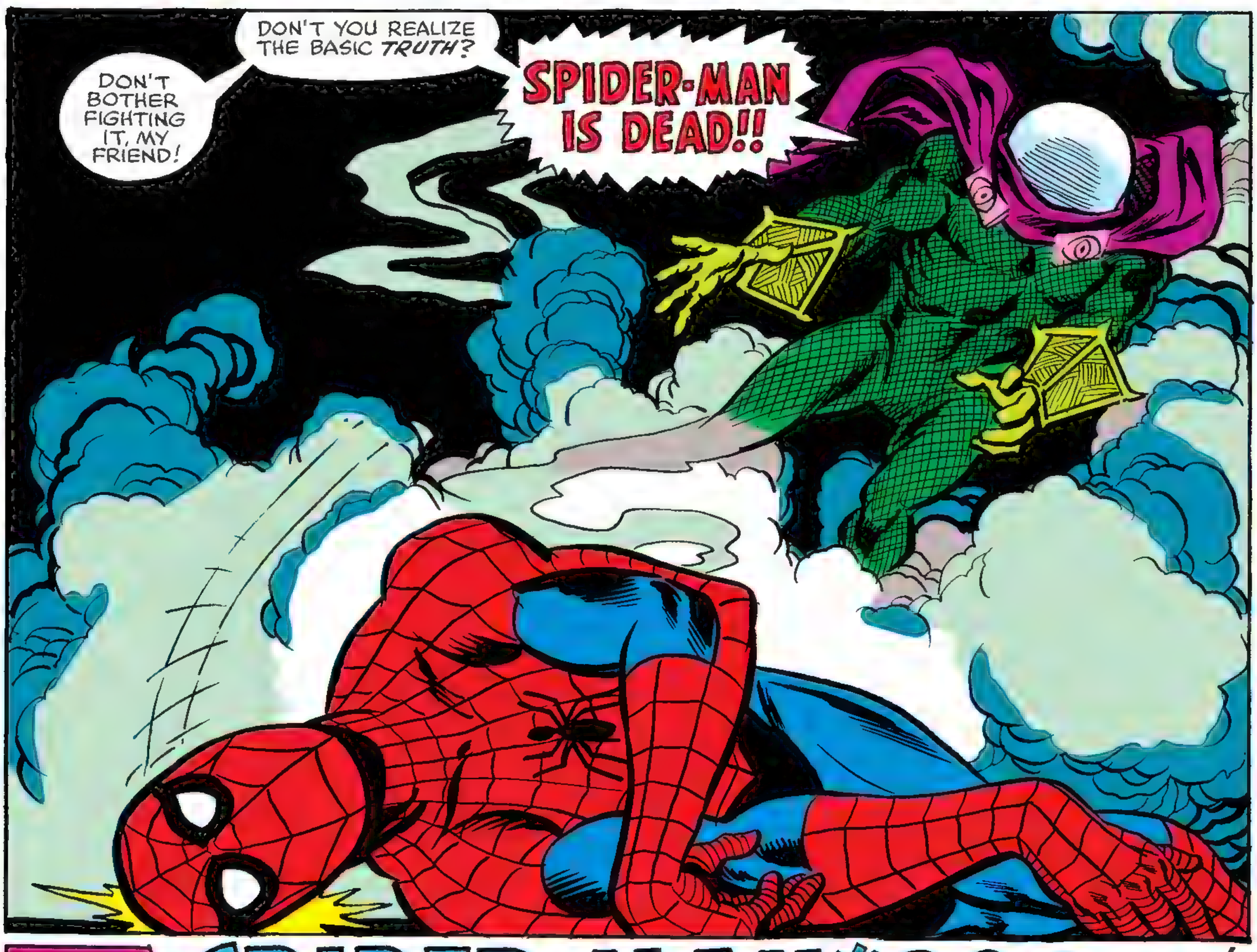
YOU'RE GONNA TALK... YOU'RE GONNA--

I *AM LEAVING*, SPIDER-MAN...AND FRANKLY, I DO NOT BELIEVE YOU ARE IN ANY CONDITION TO *STOP ME!*









NEXT ISSUE • SPIDER-MAN #200 DON'T DARE MISS IT!

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DOUBLE THE SIZE! DOUBLE THE THRILLS!

the AMAZING SPIDER-MAN®

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TM

OUR 200th ISSUE ANNIVERSARY SPECTACULAR!

ROMITA

AGAINST THE MAN WHO KILLED HIS UNCLE BEN!

THE SPIDER VERSUS THE BURGLAR!

200 ISSUES AGO, STAN LEE & STEVE DITKO CREATED A CLASSIC!

NOW, MARV WOLFMAN · KEITH POLLARD · JIM MOONEY · J. COSTANZA · GLYNIS W. & JIM SHOOTER CONTINUE THE LEGEND

Stan Lee PRESENTS

THE SPIDER and THE BURGLAR

...A SEQUEL

LAST MONTH: THE ARCH-VILLAIN MYSTERIO INJECTED OUR FAVORITE WALL-CRAWLER WITH ENOUGH CHEMICAL DEPRESSANT TO WASTE A HERD OF RAMPAGING ELEPHANTS. BUT WHAT IT DOES TO SPIDEY IS SOMETHING ELSE ALTOGETHER!

I--I DON'T BELIEVE IT! I'VE LOST MY SPIDER-POWERS!

AND JUST WHEN I NEED THEM THE MOST!

SPECIAL NOTICE: Spidey's creator, STAN (THE MAN) LEE, decided it would be a kick to write ONE PAGE of our 200TH Anniversary epic. Try 'n guess which page the Master scribed! (A special non-bronzed no-prize to the first correct answer!)

LF598

UNHHHH... STILL WEAK FROM THAT *DEPRESSANT* MYSTERIO SHOT INTO ME!

THOUGH MAYBE I OUGHTTA CONSIDER MYSELF LUCKY THAT I'M STILL *ALIVE!*

LUCKY? *HAH!* SOMETIMES I THINK I'D BE MUCH BETTER OFF IF SPIDER-MAN WERE DEAD!

EVER SINCE I BECAME THE WALL-CRAWLER, NOTHING GOOD HAS EVER HAPPENED TO ME!

MY LIFE HAS BEEN ONE SENSE-LESS TRAGEDY AFTER ANOTHER!

MAYBE MYSTERIO DID ME A *FAVOR*... IF MY STUPID POWERS NEVER RETURN--

--MAYBE THEN I CAN START LIVING A *REAL* LIFE INSTEAD OF--

YOU LOOK SICK, SPIDER-MAN... CAN WE *HELP* YOU?

N-NO! STAND BACK! I'M ALL RIGHT!

CAN'T LET ANYONE KNOW HOW TRULY *WEAK* I FEEL.

THERE MAY HAVE BEEN A *MURDER* HERE... A WOMAN NAMED MAY PARKER. DO YOU KNOW *ANYTHING* ABOUT IT?

MAY? SHE WAS SUCH A *LOVELY* WOMAN. WE WERE PLAYING *CHESS* TOGETHER WHEN SHE WAS CALLED TO THE DOCTOR'S OFFICE.

IT WAS SO *ODD*... SHE SEEMED TO FEEL FINE, BUT THEN RINEHART SAID SHE HAD A SUDDEN *HEART ATTACK* AND... DIED.

HEART ATTACK, MY EYE!

MYSTERIO *RIGGED* HER DEATH... I'M SURE OF THAT NOW. BUT *WHY?*

COME TO THINK OF IT, I DON'T *CARE* WHY!

HE'S GOING TO *PAY* FOR WHAT HE DID--AND I'M NOT GOING TO REST UNTIL HE DOES.

I FEEL *SORRY* FOR THAT YOUNG MAN, SOLLY. HE SEEKS *REVENGE*...

BUT THAT'S NOT GOING TO EASE THE PAIN THAT'S GROWING IN HIS SOUL.

A TURBULENT RAIN SCRATCHES THE NIGHT SKY AS A SAD AND TROUBLED PETER PARKER TRUDGES HIS WAY HOME...

TOO LATE FOR THE BUSSES... AND NO CAB'S STOPPING FOR ME. SO IT'S A TEN MILE **WALK** THROUGH THE RAIN. TYPICAL, PARKER... JUST TYPICAL!

THIS JUST ABOUT COMPLETES AN ALTOGETHER **LOUSY** DAY!

NO PARKING

BUT I DESERVE IT. IF I HAD KEPT MY WITS ABOUT ME, I'D'VE REMEMBERED THAT MYSTERIO ONCE CALLED HIMSELF LUDWIG RINEHART.

TROUBLE IS, WHEN HE DID, HE WORE A **MASK**. I NEVER ASSOCIATED HIS REAL FACE WITH THAT NAME.

BUS

OP

AND BECAUSE I DIDN'T, AUNT MAY DIED!

JUST LIKE UNCLE BEN DIED BECAUSE I DIDN'T STOP THAT BURGLAR!

HOW MANY MORE PEOPLE ARE GOING TO DIE BECAUSE OF THE CURSE OF SPIDER-MAN?

SPIDER-MAN? LORD, HOW I'M BEGINNING TO **HATE** THAT NAME!

BUT, WHILE A TUMULTUOUS PETER PARKER BERATES HIS SOMBER SOBRIQUET, BACK IN THE BASEMENT OF THE RESTWELL NURSING HOME, A CERTAIN **BURGLAR** IS IN A SOMEWHAT DIFFERENT MOOD...

DID IT! CUT THE LAST ROPE WITH THAT MIRROR I BUSTED.

NOW IT WON'T TAKE TOO LONG TA GET FREE.

THAT RINEHART CREEP IS GONE-- CHASED AWAY BY SPIDER-MAN. BUT **I'M** STILL HERE...

AN' BELIEVE ME--I AIN'T LEAVIN' TILL I GET WHAT'S COMIN' TO ME!

I AIN'T LAMMIN' OUTTA THIS BURG TILL I FIND WHAT I CAME FER...

AN' I KNOW JUST THE *KID* WHO'S GONNA FIND IT FER ME!

PETER PARKER'S GONNA MAKE ME A *BILLIONAIRE*--

--OR THERE'S GONNA BE HELL TA PAY!

FOREST HILLS, AND THE HOME WHERE THAT PREVIOUSLY MENTIONED 'KID' WAS RAISED...

SOMEONE TORE APART THIS OLD PLACE... AND THE ONLY QUESTION IS *WHO?*

I DON'T THINK IT WAS MYSTERIO AFTER ALL... HE KEPT TALKING AS IF ONLY THE NURSING HOME SCAM WAS HIS--

--AND THAT SOMEHOW HE GOT *SIDETRACKED* WITH AUNT MAY.

WELL, IF IT WASN'T HIM, WHO ELSE COULD IT BE?

NEXT DOOR: THE HOME OF ANNA MAY WATSON, MAY PARKER'S BEST FRIEND...

IT'S STILL SO *DIFFICULT* TO THINK THAT MAY'S GONE. WE GREW UP TOGETHER, PETER--

MRS. WATSON, I REALLY NEED THAT INFORMATION.

DO YOU REMEMBER ANYTHING ABOUT THE MAN WHO *RENTED* AUNT MAY'S HOUSE?

I'M TRYING, PETER, BUT, YOU SEE... I WENT OVER THE DAY HE MOVED IN--AND HE ONLY OPENED THE DOOR A *CRACK.*

I DON'T THINK I EVER CLEARLY SAW HIM.

WHY DON'T YOU TRY THE *RENTAL AGENCY* MAY USED? I THINK A MAN NAMED GRIMSBY TOOK CARE OF EVERYTHING.

THE OFFICE OF THE UNEEDA REALTY CORP (HILLSIDE AVE., JAMAICA, QUEENS)...

...SO YOU SEE, I HAVE TO FIND THE TENANT WHO LEFT AUNT MAY'S HOUSE A TOTAL WRECK.

WELL, M'BOY, LOOK NO FURTHER. HAROLD R. GRIMSBY IS THE MAN TO SEE!

AH, YES, LET ME SEE, M'BOY.., AH, YES. I REMEMBER HIM NOW.

PLEASANT SORT OF CHAP, WELL SPOKEN. SAY, YOU AREN'T PLANNING ON SUING *US* NOW, ARE YOU, M'BOY?

PUFF

PUFF

YOU KNOW WE CAN'T VOUCH FOR *EVERYONE* WHO WALKS IN HERE. NOW, CAN WE, SON?

;CHOKE: ;CHOKE:... NO, I'M NOT GOING TO-- ;CHOKE: SUE. I JUST WANT HIS NAME. ;CHOKE:

AH, YES, HIS NAME. SURE, M'BOY. HERE IT IS.

COUGH

COUGH

AND, A MOMENT LATER...

TAKE CARE, M'BOY--AND COME BACK WHENEVER YOU WANT.., ESPECIALLY IF YOU NEED AN *APARTMENT.*

IT'S NOT AN APARTMENT ;CHOKE: I NEED, GRIMSBY.

;CHOKE:... AFTER TWO MINUTES WITH YOU, I NEED A NEW SET OF *LUNGS!*

CIGAR-ETTES-- *SHEESH!*

FOR SALE

OPEN

I CAN HARDLY BELIEVE IT... *HE'S* BACK-- THE ONE CREEP I HADN'T SUSPECTED!

BUT NOW THAT I THINK ABOUT IT, IT MAKES SENSE... *DEADLY SENSE!*

MEMORIES ARE REKINDLED IN PETER PARKER'S MIND. MEMORIES TRACING BACK TO THE DAY THAT SPIDER-MAN WAS BORN...

PETE REMEMBERS THE LONELINESS...

...AND THE TRAGIC EXPERIMENT IN RADIOACTIVE RESEARCH!

HE REMEMBERS THAT SEARING, FIERY MOMENT...

SCIENCE EXHIBIT
EXPERIMENTS IN RADIO-ACTIVITY
OPEN TO THE PUBLIC

...AND ITS FATEFUL AFTER-EFFECTS!

A POWER WAS BORN THAT DAY... BUT IT WAS POWER WITHOUT COMPASSION.

HE REFUSED TO PREVENT THE ESCAPE OF A COMMON BURGLAR...

...AND THAT ONE DEED WOULD RETURN TO **HAUNT** HIS NIGHT-MARES FOR MANY YEARS TO COME.

HE BITTERLY REMEMBERS THE **DEATH** OF HIS UNCLE BEN...

HE REMEMBERS HIS GRIM SEARCH FOR THE KILLER...

...AND THE TRAGIC TRUTH WHEN THE FIEND WAS CAUGHT: THE BURGLAR HE LET ESCAPE WAS HIS UNCLE'S MURDERER!

AND SO SPIDER-MAN LEARNED HIS FIRST IMPORTANT LESSON: **WITH GREAT POWER COMES GREAT RESPONSIBILITY!**

IT ALL FITS NOW. THE MAN BEHIND THIS WASN'T MYSTERIO AT ALL!

UNCLE BEN'S KILLER HAS RETURNED!

BUT I'LL HUNT HIM DOWN NOW... JUST AS I HUNTED HIM DOWN THAT FIRST DAY MANY YEARS AGO!

ONLY THIS TIME I'LL MAKE SURE HE WILL *NEVER RETURN AGAIN!*

THAT, SPIDER-MAN SWEARS!

CHAPTER TWO LESS SPIDER THAN MAN!

AND SO THE SEARCH BEGINS:

NEWSPAPER FILES ARE RIFLED THROUGH. INFORMATION GLEANED LEADS TO FURTHER QUESTIONS.

AND THOSE ANSWERS, WHEN FINALLY DISCOVERED, LEAD TO SO MANY MORE QUESTIONS.

BUT SOON THE PAST IS PARTIALLY REVEALED TO THE PERPLEXED PETER PARKER...

THIS IS ALL SO AMAZING! BUT I'M STARTING TO UNDERSTAND ALL ABOUT UNCLE BEN'S MURDER!

BUT I STILL GOTTA CHECK OUT ONE LAST PLACE BEFORE THE JIGSAW PUZZLE NEATLY FITS TOGETHER!

THE BLACK ROCK: OR SO IT IS KNOWN IN BROADCASTING CIRCLES. IT'S A TOWERING EBONY OFFICE SKYSCRAPER JUTTING HIGH ABOVE FIFTH AVENUE...

THE BLACK ROCK: THE CORPORATE HEADQUARTERS OF A MAJOR TELEVISION NETWORK...

...LIKE TO CHECK OUT THE FILES, FOR THAT STORY I'M WORKING ON...

GOT AN APPOINTMENT, SON?

WELL, NOT REALLY. BUT--

SORRY. NO APPOINTMENT, NO ADMITTANCE! IT'S POLICY!

THEN WE'LL JUST HAVE TO SEE ABOUT GETTING AROUND THAT POLICY, WON'T WE NOW?

MINUTES LATER, ON THE ROOF OF AN ADJACENT SKYSCRAPER...

SOMETHING TELLS ME I'VE REALLY LET MYSELF IN FOR IT THIS TIME!

BUT, IF I WANNA GET INTO THEIR *VIDEO-TAPE RECORDS*, I GOTTA RESORT TO A LITTLE ILLEGAL BREAKING AND ENTERING!

AND, SINCE I CAN'T DO THIS AS PUNY PETER PARKER, IT'S UP TO SPIDER-MAN TO SAVE THE DAY!

THWIP!

IT ALWAYS SEEMS TO COME DOWN TO THIS, DOESN'T IT? OUT GOES PARKER, IN COMES THE WONDROUS WALL-CRAWLER!

ONLY THIS TIME I GOTTA GO INTO ACTION WITHOUT ANY OF MY SPIDER-POWERS!

YIPES! CAN'T KEEP MY BALANCE! DIDN'T THINK IT WAS GONNA BE THIS DIFFICULT!

I'M FALLING!!

NOPE...NOT QUITE YET! THANK GOODNESS ALL MY YEARS OF WEB-SLINGING AROUND HAVE BUILT UP WHAT WAS ONCE A SET OF MEAGER MUSCLES!

FRAIL PETER PARKER *NEVER* COULD HAVE PULLED OFF THIS TRICK A FEW YEARS BACK!

ALL RIGHT--WHAT NOW, HANDSOME? GOTTA *INCH* MY WAY UP THIS 45-DEGREE ANGLE AND PRAY A GOOD GUST OF WIND DOESN'T KNOCK ME FOR A *LOOP!*

THIS CITY WOULDN'T TAKE KINDLY TO CLEANING SPIDER-BLOTS OFF THE SIDEWALK BELOW!

ARMS ARE *ACHING* ALL OVER... NEVER THOUGHT I'D BE SAYING THIS-- BUT, SPIDEY POWERS-- WHERE ARE YOU WHEN I NEED YOU?

NOT SURE IF I CAN *MAKE* IT, BUT SINCE THERE'S NO ALTERNATIVE, I GOTTA PUSH ON...

...NO MATTER HOW MUCH *PAIN* I MAY BE IN!

AFTER ALL, I NEVER SAID I WAS BRIGHT, DID I?

MANOMAN! I MADE IT--

--JUST BY THE SKIN OF MY SPIDER-TEETH, TOO!

OOOHHHH! BETTER NOT LOOK ALL THE WAY *DOWN*, 'CAUSE THERE, BUT FOR THE GRACE OF THE BIG KAHUNA--!

I THINK I'VE BEEN TAKING MY SPIDER-POWERS FOR *GRANTED!*

ONCE I COULD'A SCURRIED UP THIS BUILDING'S SIDE IN *SECONDS* INSTEAD OF *HOURS!*

AHHH... DIS MUST BE DE PLACE!

RECORDS ROOM

AND IF THEY STILL HAVE THE *TAPES* I'M LOOKING FOR, ALL MY AGONY WILL HAVE BEEN *WORTH* IT!

WELL, I'M ABOUT TO FIND OUT-- THIS IS THE SECTION FOR THE YEAR AND MONTH I'M SEARCHING FOR.

NOW I GOTTA PRAY THEY BOTHERED TO KEEP THAT ONE *TV SPECIAL* I FOUND OUT ABOUT!

AGONIZING MOMENTS LATER...

HALLELUJAH! EVEN US HUMAN-TYPE ARACHNIDS CAN HAVE A LUCKY DAY!

NOW TO SETTLE BACK AND SEE WHAT I CAN *LEARN!*

THIS MIGHT CLEAR UP JUST *WHY* UNCLE BEN'S KILLER FIRST CAME TO THE PARKER HOUSE WAY BACK WHEN!

WHOA... BETTER SWITCH TO PARKER FIRST--DON'T WANNA GET CAUGHT HERE AS A POWERLESS SPIDER-MAN...

IT MIGHT PROVE TOO EMBARRASSING IF THEY DECIDE TO PEEK UNDER MY *MASK!*

FOR MORE THAN TWENTY MINUTES THE VIDEO TAPE UNREELS AN ASTONISHING STORY. BUT THEN, SUDDENLY FROM THE OUTSIDE HALLWAY...

STOP! THIEF!

HUH? NOISES? WHAT'S GOIN' ON?

THAT MAN RUNNING... THE GUARD BOWLED OVER--!

STOP HIM! PLEASE DON'T LET HIM ESCAPE!

DON'T WORRY IT, OLD TIMER-- THIS CREEP ISN'T GOING ANYWHERE!

ARE YOU NOW, PRETTY BOY?

HEY! WHATTAYA DOIN'?

JUST EXERCISING A LITTLE CIVIC RESPONSIBILITY, PAL!

WHAKO!

YOU STOPPED HIM! HE'S BEEN SNATCHING PURSES HERE FOR *MONTHS!*

NOT ANY LONGER HE ISN'T!

THANK YOU, SON. THESE DAYS NOBODY WANTS TO GET INVOLVED!

DON'T MENTION IT... IT WAS--

WAITASEC-- HIS *FACE!*

OH, MY GOODNESS! IT'S *HIM* AGAIN!

AN EMBARRASSED PETER PARKER MAKES A HASTY RETREAT. AND THEN...

HE WAS THE *SAME* GUARD WHOSE PLEA FOR HELP I ONCE *IGNORED!*

IF I HAD HELPED HIM THEN, UNCLE BEN MIGHT NOT HAVE DIED!

NOW... THIS TIME WHEN HE NEEDED ME I DIDN'T THINK TWICE!

I GUESS I REALLY *HAVE* GROWN UP THESE PAST FEW YEARS!

ONCE I WAS ONLY CONCERNED WITH WHAT WAS IN IT FOR ME. BUT NOW--

HUH? MY DOOR'S BEEN JIMMIED OPEN!

YOU GOT IT RIGHT, PUNK. C'MON IN!

YOU?

YEAH, CREEPO-- *ME!* I CAME BACK--AN' GUESS WHAT?

YOU'RE GONNA *HELP* ME, OR I'M GONNA DO TO YOU WHAT I DID TO YOUR INTERFERIN' *UNCLE!*

GET MY DRIFT... CREEP?

CHAPTER THREE LET THE BURGLAR BEWARE!

HATRED BURNS IN PETER PARKER'S EYES. A QUIVERING LUMP GROWS WITHIN HIS THROBBING THROAT. HIS SINEWY MUSCLES BUNCH AND TENSE...

THEN, LIKE A TIGHTLY WOUND COIL, HE SPRINGS FORWARD IN ONE SAVAGE LEAP..

YOU KILLER! YOU FILTHY, MURDERING KILLER!

I'M GONNA MAKE YOU PAY FOR WHAT YOU'VE DONE!

WHAA!?!

SO SUDDEN AND FEROCIOUS IS PARKER'S ATTACK THAT THE STARTLED BURGLAR HAS NO TIME TO REACT.

THE YOUTH IS A **WILD ANIMAL** WHO THRASHES HIS HAPLESS VICTIM WITHOUT MERCY...

TO PETER, THIS IS THE MAN WHO INSTIGATED ALL THE TRIALS AND TEARS THAT HE HAS SUFFERED ALL THESE MANY YEARS...

YOU KILLED MY UNCLE BEN!

YOU *MURDERED* MY AUNT MAY!

AND NOW YOU'RE AFTER *ME!*

BUT THIS TIME, MISTER--YOU'RE NOT TAKING ON SOME HELPLESS SENIOR CITIZEN!

THIS TIME, CREEP, YOU'RE *OUTTA YOUR LEAGUE!*

BTAM!

YOU'LL NEVER KILL AGAIN, YOU FILTH!

SO HELP ME, YOU'LL NEVER DO *ANYTHING* AGAIN!

YER *CHOKIN'* ME! STOP IT! *STOP IT!*

M-MY PIECE!

WHAKK!

NOOOO:::o.

GOOD THING YOU'RE *OUT*-- OTHERWISE I MIGHT WANNA GET BACK AT YA FER WHAT YA JUST DID TA ME!

KID, YER AS CRAZY AS A LOON!

MAN! YOU GOT *STEEL* FOR HANDS? I CAN STILL FEEL 'EM AROUND MY NECK!

*FOR PETER PARKER, ALL IS BLACK. BUT THEN THE DARKNESS TURNS TO HAZY GRAY AND FINALLY TO BRIGHT **COLOR**. IT IS THEN THAT PARKER REALIZES HE IS NO LONGER IN HIS CHELSEA STREET APARTMENT...*

*... BUT IN A DARKENED WAREHOUSE THAT IS ALL-TOO **FAMILIAR!***

YER AWAKE AT LAST, CREEP? I WAS STARTIN' TA THINK I SKRAGGED YA!

YOU EVER BEEN HERE, KID? THIS IS WHERE SPIDER-MAN CAUGHT ME AFTER I OFFED YER OLD UNK!

YEAH, KILLER... AND YOU'D BETTER BELIEVE HE'LL GET YOU AGAIN!

YOUR UNK GOT IN MY WAY... AN' NOW *YOU'RE* IN MY WAY... 'LESS YOU TELL ME WHAT I WANNA KNOW.

YOU MEAN THE *TREASURE* BURIED IN THE PARKER HOME?

SO YOU *KNOW* ABOUT THAT, EH? THEN YOUR OLD BIDDY AUNT'S BEEN HOLDIN' BACK ALL THIS TIME!

GOTTA FIND OUT WHAT THIS INSANITY IS ALL ABOUT... TOO MANY PIECES STILL *MISSING!*

NO! ONLY MY UNCLE AND I KNEW ABOUT DUTCH MALLONE'S HIDDEN TREASURE.

SUPPOSED TO BE WORTH A KING'S RANSOM OR MORE!

BETTER BELIEVE IT, PUNK... ENUFF TO GET ME OUTTA THIS COUNTRY AND TO SET UP A GOOD LIFE ELSEWHERES.

AN' WITH THE *COPS* BREATHIN' DOWN MY NECK FOR JUMPIN' PAROLE, I'M JUST A LITTLE *EDGY*... SO YOU DON'T PLAY *CUTE*. GOT THAT?

"YEAH, DUTCH MALLONE... I REMEMBER BEIN' A *KID* IN THE SLAMMER WHEN THEY BROUGHT HIM IN.

"I MEAN, HERE HE WAS, NOTHIN' MORE'N A *CON*, JUST LIKE ME--

"--BUT FROM THE WAY HE WAS STRUTTIN' DOWN THE BLOCK, YOU'D THINK HE *OWNED* THE WHOLE OF SING-SING!

AN' SOME CONS SAID HE DID. HE WAS SUPPOSED TO HAVE *MILLIONS* STASHED AWAY DURING HIS PROHIBITION DAYS.

AN' THAT'S WHERE *YOUR* LITTLE JOINT IN FOREST HILLS CAME INTO THE PICTURE.

"MALLONE LIVED IN THAT OLD HOUSE BACK IN THE THIRTIES... THAT JOINT REALLY HOPPED IN THEM DAYS.

"IT WAS DURING THE *DRY DAYS*, BUT MALLONE HAD ALL THE CANADIAN HOOTCH HE WANTED... HE WAS *BOOTLEGGIN'* THE STUFF... AN' HAVIN' PARTIES EVERY NIGHT TA TOP IT OFF.

MALLONE THOUGHT HE HAD IT MADE, BUT HE FORGOT, THE *ONLY* WAY YOU GET RICH IN THE RACKETS IS BY STEPPIN' OVER SOMEONE ELSE.

ONE OF HIS STEPPIN' STONES YAKKED TO THE FEDS!

"THE NEXT THING DUTCH KNEW, HE WAS SURROUNDED BY TREASURY AGENTS LED BY THAT BOOZE-BUSTER, ELIOT NESS!

POLICE

NESS GOT MALLONE ON A *TAX RAP*, JUST LIKE CAPONE... BUT *NOBODY* EVER FOUND THE BUCKS MALLONE WAS SUPPOSED TO HAVE STASHED!

DUTCH, HE GOT KICKED FROM SLAMMER TO SLAMMER, AN' JUST BEFORE HE FINALLY CROAKED A FEW YEARS BACK, HE WAS PUT IN *MY* CELL.

I GOT THIS *PROBLEM*, KID... *INSOMNIA!* I CAN'T SLEEP... SO HALF THE NIGHT I'M AWAKE... AN' I WAS LISTENIN' TO MALLONE *TALK* IN HIS SLEEP.

FRANKLY, JERK, I DOUBT IF HE WAS AS *BORING* AS YOU ARE...

IF THERE'S A *POINT* TO YOUR FAIRY TALE, GET TO IT!

AND IT SHOULDN'T BE TOO LONG BEFORE I'LL BE FREE ENOUGH TO GET TO *YOU!*

THE POINT IS, PUNK-- RIGHT AFTER DUTCH DROPPED DEAD, I GOT OUT OF THE SLAMMER.

JUST IN TIME TO SEE THIS TV SHOW ON MALLONE'S LIFE... IT SHOWED A PIC OF THE HOUSE HE WAS CAUGHT IN...

THE HOUSE HE KEPT *MUMBLIN'* IN HIS SLEEP ABOUT-- 'CAUSE *THAT* WAS WHERE HE *HID* HIS TREASURE!

SO THE POINT, PUNK--IS AFTER I FOUND OUT WHERE THAT HOUSE WAS, I BROKE INTO IT LOOKIN' FOR THE TREASURE.

THE POINT, PUNK, IS THAT YOUR STUPID UNCLE GOT IN MY WAY.

AND THE POINT, PUNK, IS THAT I *KILLED* 'IM, JUST LIKE I'LL KILL YOU IF YOU DON'T TELL ME WHERE DUTCH MALLONE'S TREASURE IS HIDDEN.!

JUST LIKE YOU KILLED MY *AUNT* FOR NOT TELLING YOU?

THAT OLD BROAD? *HAH!* I DIDN'T DO NOTHIN' TO HER... THAT WAS RINEHART, OR MYSTERIO'S, DOIN'...

DON'T KNOW HOW HE PULLED OFF THAT TRICK.

NOT THAT IT MATTERS NONE.

YOU JUST BETTER TALK, AND NOW!

LIKE HELL I WILL!

ALL RIGHT, KID... IF THAT'S THE WAY YOU WANT IT-- FINE WITH ME.

TWO MORE HITS AREN'T GONNA BOTHER ME NONE.

EXCEPT... I JUST GOT THIS IDEA.

I KNOW WHAT'S GONNA MAKE YOU TALK.

SNAP!

SO YOU STAY HERE NICE AND COMFY-- 'CAUSE I'LL BE BACK--

AN' WHEN I DO, CREEP--

--IT'LL BE ALL OVER FOR *YOU!*

AS HEAVY FOOTSTEPS MERGE WITH THE OUTSIDE CITY SOUNDS...

WHERE IS HE GOING? WHAT IS HE UP TO?

HOW DOES HE EXPECT TO MAKE ME *TALK*?

NOT THAT I KNOW WHERE THE TREASURE IS--I WAS JUST *FISHING* FOR MORE INFO...

AND RIGHT ABOUT NOW, I'VE GOT *ALL* THAT I NEED!

I'VE WORKED THESE FRAYED *ROPES* LONG ENOUGH!

I'M FED UP WITH BEING *TIED DOWN!*

FRANKLY, I'M JUST ABOUT FED UP WITH MOST *EVERY-THING!*

SO, BELIEVE ME, BROTHER--WHEN SPIDER-MAN GETS *MAD*--

NOTHING GETS IN MY WAY!

CHAPTER FOUR: MURDER MOST FOUL!

SPIDER-MAN IS A GRIM SHADOW SLIDING SMOOTHLY THROUGH THE NIGHT; HIS DARK, ANGRY EYES NEVER LEAVE THE STOCKY FIGURE DARTING FROM ALLEYWAY TO ALLEYWAY...

WHATEVER WINDING PATH HIS HATED PREY TAKES, SPIDER-MAN FOLLOWS.

UH-OH... HE'S HEADING ACROSS THE STREET... NO TIME TO CLAMBER DOWN FROM THIS ROOFTOP BEFORE HE DISAPPEARS.

ONLY CHANCE IS TO LEAP THIS *SPAN!*

IF I STILL HAD MY SPIDER-POWERS, THIS'D BE A *CINCH*--

--AS IT IS, I'M SCARED *HALF TO DEATH!*

NUTS! HE'S BOARDING THE CROSSTOWN BUS! I CAN'T POSSIBLY TAIL HIM NOW!

I COULD FIRE A *WEBLINE*... BUT I DON'T HAVE THE *STRENGTH* TO SWING ALL THIS DISTANCE. I'VE LOST-- *HEY!*

MAYBE MY LOUSY LUCK IS BEGINNING TO *CHANGE!* THE STREET-LIGHT'S TURNED *RED!*

JUST MIGHT GIVE ME ENOUGH TIME TO--

OH *NO!* THE BLASTED BUS IS PULLING OUT!

C'MON, PARKER--PUMP THOSE *LEGS!* YOU GOTTA MAKE IT!

FRANTICALLY, THE WEB-SLINGER LUNGES FORWARD, ADRENALINE PUSHING HIM FASTER AND FASTER, AND THEN, FINALLY...

MANOMAN! I FEEL LIKE I'VE RIPPED OPEN EVERY LIGAMENT IN MY LEG!

HEY, PAUL-- LOOK AT THAT! IT'S SPIDER-MAN!

BUT WHAT'S *HE* DOIN' HITCHING ON A BUS?

I WISH I KNEW, MICHAEL! I THOUGHT HE *HOPPED* AROUND TOWN ON SILLY STRING OR SOMETHIN'!

I'VE DEFINITELY BEEN TAKING MY SPIDER-POWERS FOR GRANTED!

WITHOUT 'EM, IT'S SHEER *MURDER* TRYIN' TO STAY PINNED TO THIS BUS!

JAMAICA BL

IT CAN'T MAKE A TURN WITHOUT BEING THROWN FOR A *LOOP!*

BUT NOTHING'S GONNA MAKE ME LET GO AND LOSE SIGHT OF THAT *KILLER!*

I'D FOLLOW THAT CRUD TO THE ENDS OF THE EARTH IF I HAD TO...

...HE--HE KILLED THE TWO PEOPLE WHO MEANT THE *MOST* TO ME IN ALL THE WORLD!

FOR AS LONG AS I CAN REMEMBER, THOSE TWO WERE MY MOTHER AND FATHER...

THEY RAISED ME, TAUGHT ME EVERYTHING I KNOW... EVERYTHING I AM I OWE TO *THEM!*

"MAYBE MY REAL PARENTS WERE DEAD, BUT NEVER ONCE DID I FEEL LONELY OR THAT I WAS MISSING ANYTHING.

"THEY GAVE ME ALL THE **LOVE** ANY REAL PARENTS COULD GIVE... HECK, THEY **WERE** MY PARENTS--

BUT, BECAUSE OF ONE SELFISH MOMENT, BECAUSE I REFUSED TO STOP THAT MURDERING BURGLAR WHEN HE RAN PAST ME--

UNCLE BEN WAS *KILLED*... AND NOW...

HOLD IT... HE'S GETTING OFF THE BUS...

AND WHATTAYA KNOW... THE CRIMINAL RETURNS TO THE SCENE OF THE CRIME.

RESTWELL NURSING HOME...

RESTWELL NURSING HOME... WHERE AUNT MAY WAS RECUPERATING BEFORE--BEFORE...

WHY CAN'T I SAY IT? WHY CAN'T I ACCEPT THAT SHE'S DEAD? *WHY?*

WELL, I'M ABOUT TO FIND OUT-- *RIGHT NOW!*

GOING SOME-WHERE, KILLER?

SP-SPIDER-MAN? WH-WHAT ARE YOU HERE FOR?

WHY DO YOU ALWAYS HOUND ME?

GET AWAY FROM ME, BLAST YOU!

BAM!

SORRY, BRIGHT-EYES, BUT I WANT YOU...

I WANT YOU REAL BAD!

N-N-NO! YOU WON'T GET ME AGAIN! I'LL KILL YOU!

BAM!

MAN, HE'S A LOONEY! HE DOESN'T CARE WHAT HE'S SHOOTING AT,

AND THAT MAKES HIM ALL THE MORE DANGEROUS!

WITHOUT MY SPECIAL SENSES, I CAN'T TELL WHEN I'M IN REAL DANGER OF BEING HIT.

OKAYYY... NOW WHERE DID THAT KILLER RUN OFF TO?

HE'S GONE!

BLAST IT! WHY IS IT THAT I ONLY LEARN HOW IMPORTANT MY POWERS ARE NOW THAT I'VE LOST THEM?

MEANWHILE, DIRECTLY BELOW THE WANDERING WEB-SLINGER...

WHY'S SPIDER-MAN AFTER ME AGAIN? MAYBE HE KNOWS THE PARKER KID?

IF THAT'S THE CASE, I'D BETTER GET BACK TO THAT PUNK, AN' FAST.

C'MON... C'MON! GET UP!

WE'RE GOIN' FOR A LITTLE RIDE!

YOU AN' ME GOT AN APPOINTMENT TO FIND ME A TREASURE!

SUDDENLY, FROM UP ABOVE...

IT DIDN'T TAKE LONG TO FIGGER OUT WHERE A *RAT* LIKE YOU WOULD BE HIDING!

WOK!

Y-YOU FOUND ME!

HEY! YOU GOT THAT... AND ON YOUR FIRST GUESS, TOO!

MAYBE I'VE UNDERESTIMATED YOU, JERK!

ALL ALONG I DIDN'T THINK YOU HAD THE BRAINS OF A *CACTUS!*

NOW MAYBE I THINK YOU DO!

I DON'T NEED TO THINK, CREEP! NOT WHEN I GOT MY *GUN!*

YOU PUT ME AWAY ONCE... BUT NOW I'M GONNA PUT YOU AWAY--

BAM!

--PERMANENT!

AGGHH! MY SIDE!

AFTER ALL THOSE YEARS OF DREAMING ABOUT YOU DEAD-- AN' ALL IT TOOK WAS *ONE BULLET!*

IT'S REALLY A *SHAME*, CREEP... 'CAUSE I WAS HOPIN' TO SEE YOU *SUFFER* LIKE I'VE BEEN SUFFERIN' ALL THIS TIME!

FOR ALL TOO LONG, SPIDER-MAN LIES UN-CONSCIOUS ON THE COLD BASEMENT FLOOR. BUT THEN, FINALLY, AGONIZING-LY...

UNGHH! M...MY STOMACH'S ON FIRE... CAN BARELY MOVE...

...HARD TO FOCUS... HARD TO SEE STRAIGHT...

B-BUT I'M ALIVE... IF JUST... BARELY...

...AND IF I'M ALIVE... I... I GOT A *JOB* TO DO...

AGGHH! CAN'T... CAN'T LET THAT CRUD GET THE BEST... OF ME...

...MORE THAN EVER... I... *WANT...* THAT KILLER...

...AND... GASP... I WANT TO... MAKE HIM... *PAY!*

CHAPTER FIVE THE FINAL CONFRONTATION!

THE WAREHOUSE DISTRICT ALONG JAMAICA BAY.

A LONG STRETCH OF BLACK THAT SWALLOWS EVEN THE FAINTEST GLIMMER OF LIGHT...

...OR HOPE...

PARKER! YOU AWAKE, CRUMB?

I GOT A SURPRISE FOR YOU, PUNK!

LOOK HERE, KID-- I GOT SOMEONE WHO'S JUST DYIN' TO SEE YOU!

AN' IF YOU DON'T START TALKIN'--

-- SHE'S JUST GONNA BE DYIN'-- PERMANENT!

PETER? PETER? ARE YOU REALLY HERE?

HEY! WHERE ARE YOU, PARKER? AHHH, YOU BROKE FREE, NOW DID YOU?

BUT I GOT A HUNCH YOU'RE STILL HIDIN' HERE SOMEWHERE...

BETTER COME OUT, PUNK--'CAUSE I GOT YOUR OLD AUNT MAY HERE--AND THERE'S NO TELLIN' WHAT I MIGHT DO IF I GET REAL *ANGRY!*

WH-WHERE'S MY PETER? YOU SAID HE'D BE HERE.

WHAT HAVE YOU DONE WITH HIM?

I'LL FIND HIM, LADY... DON'T YOU WORRY NONE.

AN' WHEN I'M DONE WITH 'IM, I'LL *SKRAG* 'IM, JUST LIKE I DID YOUR OLD MAN!

MAY PARKER'S EYES SNAP WIDE WITH FEAR. SHE REMEMBERS THE FIRST TIME SHE HAD SEEN THIS KILLER...

TAKE WHAT YOU WANT... JUST LEAVE US ALONE.

YOU TWO JUST STAY PUT... I GOT ME SOME *BUSI-NESS* IN THIS DUMP.

THAT'S REAL NICE, OLD MAN... BUT WHAT I WANT IS SOMEONE TO SHOW ME AROUND... HEY, GET OVER HERE, LADY!

TAKE YOUR FILTHY HANDS OFF MY WIFE! DON'T DARE TOUCH HER!

MAY PARKER CAN STILL REMEMBER THAT SUDDEN MOMENT OF HORROR AS BEN REACHED TOWARD THE FRIGHTENED BURGLAR...

G-GET YOUR *HANDS* OFF ME, YOU OLD FOOL!

BEN!

BLAM!

H-HE RAN OFF, BEN... YOU'LL BE ALL RIGHT. I'LL CALL FOR AN *AMBULANCE.*

...N...NO TIME... MAY-=*CHOKE*=- IT'S TOO LATE... MAY... PLEASE TAKE CARE OF... YOURSELF... BE STRONG, MAY... FOR YOURSELF... FOR PETER... FOR ME--*CHOKE*...

NO, BEN--YOU'LL BE ALL RIGHT. YOU HAVE TO BE!

...MAY, PLEASE DON'T EVER FORGET... I-=*CHOKE*=- *I LOVE YOU!!*

BEN! MY LORD-- BEN!!

ONE SINGLE MOMENT THAT HAS HAUNTED MAY PARKER EVERY NIGHT FOR YEARS...

WHY DID YOU COME BACK? HAVEN'T YOU HURT US ENOUGH?

YOU DON'T KNOW, DO YOU? NOT ALL THE TIME YOU WERE *TIED UP* DOWN THERE?

I--I REMEMBER DR. RINEHART TYING ME UP... THEN I SAW HIM BRING *YOU* DOWN TO THE BASEMENT. I ONLY SAW YOU FOR A MOMENT--

--BUT I REMEMBERED YOU. I'LL NEVER FORGET YOU.'

RINEHART? *HAH!* HE WASN'T NO DOCTOR... HE WAS SOME CREEP CALLED *MYSTERIO,* OPERATING AN OLD AGE HOME RACKET.

BUT I DIDN'T KNOW THAT WHEN I TOLD 'IM ABOUT YOU AN' THE TREASURE-- FIGGERIN' I'D KNOCK 'IM OFF AFTER HE *HELPED* ME GET YOU TO TALK.

ONLY WE NOTICED YOUR STUPID *NEPHEW* VISITED YOU EVERY DAY-- SO WE HADDA GET RIDDA HIM.

"RINEHART, OR MYSTERIO, DID SOMETHIN' TO MAKE IT *LOOK* LIKE YOU WAS DEAD...AND YER KID BOUGHT THE GOODS!'

WELL, SPIDER-MAN GOT RID OF RINEHART, NOW ONLY I'M LEFT --AN' I STILL WANT THE *TREASURE* DUTCH MALLONE BURIED IN YOUR HOUSE--

--AND YOU, LADY--YOU'RE GONNA FIND IT FOR ME... OR BOTH YOU AN' YOUR KID ARE *DEAD MEAT!*

FORGET IT, PUNK. YOUR KILLING DAYS ARE *OVER!*

WHAT?

YOU?

SURPRISED TO SEE ME, PUNK?

NOT HALF SO SURPRISED AS YOU'RE GOING TO BE!

B-BUT YOU'RE *DEAD!* I KILLED YOU MYSELF!

YOU *SHOT* ME... YOU DIDN'T KILL ME! THERE'S A DIFFERENCE!

AND YOU'RE GOING TO BE VERY *SORRY* FOR MAKING THAT MISTAKE!

WHUMP!

N-NO! YOU AIN'T GONNA DO NOTHIN' TO ME, CREEP!

I KILLED YOU ONCE--YOU'RE GONNA *STAY DEAD!*

THROK!

I'M NOT GOIN' BACK TO THE *CAN!* NOT YOU OR ANYONE'S GONNA LOCK ME AWAY AGAIN!

OOOF! HE KICKED ME ON MY INJURED SIDE!

FLUMP

BUT I DON'T BELIEVE HE SPLIT OPEN MY JURY-RIGGED WEB-BANDAGE!

SP-SPIDER-MAN? Y-YOU TOO? YOU'RE GOING TO *HURT* ME?

NUTS! I KNEW SEEING ME WOULD EXCITE HER-- SHE'S ALWAYS *FEARED* SPIDER-MAN!

I'VE GOT TO FIND A WAY TO CALM HER DOWN!

NO, MRS. PARKER-- YOUR NEPHEW PETER CALLED ME...HE'S MY *FRIEND*-- HE ASKED ME TO HELP YOU!

B-BUT YOUR *MASK*... THAT COSTUME--

I WANT TO BE YOUR FRIEND, MRS. PARKER... SO PLEASE... FOR YOUR SAKE... FOR PETER'S SAKE-- *TRUST ME!*

IT'S MORE IMPORTANT THAN YOU CAN POSSIBLY REALIZE--BUT I *NEED* YOU TO TRUST ME!

DON'T BOTHER LISSENIN' TO THAT COSTUMED CREEP, LADY--HE AIN'T IN NO POSITION TO HELP NO ONE!

HE AIN'T GONNA BE AROUND MUCH LONGER!

BAM!

BLAM!

HE KEEPS SHOOTING, BUT HE'S SCARED STIFF!

IF I CAN KEEP HIM *OFF GUARD*, MAYBE HE WON'T REALIZE I'M NOT NEARLY THE WONDROUS WEB-SLINGER I USED TO BE!

GOOD SHOOTING, UGLY--SO FAR YOU'VE WIPED OUT HALF A WALL AND TWO FLOORBOARDS!

WANNA TRY FOR THE *STAIRS* NEXT?

BAM!

HOLD STILL, BLAST YOU!

AND MAKE YOUR JOB *EASY*?

SHAME, SHAME, KILLER--DON'T YOU KNOW YOU GOTTA *WORK* AT IT TO MAKE GOOD THESE DAYS?

YOU CAN'T BECOME *KING OF THE HILL* JUST BY THREATENING HELPLESS OLD LADIES!

THOK!

YOU GOTTA TAKE ON THE *BIG GUYS*--LIKE *ME*!

NOT THAT YOU'RE HAVING MUCH SUCCESS, I SEE.

WHEN IT COMES TO TAKING ON SOMEONE YOUR OWN SIZE, YOU'RE REALLY *PATHETIC*!

SPIK

IF I WAS UP TO FULL STRENGTH, THIS FIGHT WOULD'VE BEEN OVER *LONG AGO*!

BUT I'M ONLY *STARTING* TO FEEL MYSTERIO'S DEPRESSANT WEARING OFF!

GOTTA WIND THIS UP *FAST*-- I WANNA GET AUNT MAY TO THE HOSPITAL!

LORD KNOWS WHAT SHE'S BEEN GOING THROUGH SINCE THIS ALL BEGAN.

C'MON, UGLY-- DON'T TURN CHICKEN NOW-- I'VE BEEN *WAITING* FOR THIS MOMENT...

...WAITING LONGER THAN YOU CAN POSSIBLY KNOW!

N-NO! I GOT A *BUM TICKER*... FEEL WEAK ALL OVER!

HUH? ARE YOU--

HAH! FOOLED YOU, CREEP! YOU'RE SO BLASTED TRUSTING YOU DIDN'T EVEN THINK TWICE, DID YOU?

HEY, YOU KNOW SOMETHIN'-- YOU'RE NOT NEARLY AS *STRONG* AS EVERYONE SAYS!

THE OTHER CONS USEDTA SAY YOU HAD ALL THESE *POWERS*-- BUT YOU'RE JUST A BIG SHOT NOTHIN' *BUM*--

WHUMP!

--A *DEAD BUM!* JUST LIKE PARKER AN' HIS OLD LADY ARE GONNA BE SOON AS I GET THRU WITH 'EM!

THUMP!

PUNK--

--YOU JUST SAID THE WRONG THING!

SP-THOK!

I'VE BLAMED MYSELF EVER SINCE YOU KILLED BEN PARKER.

I COULD HAVE STOPPED YOU COLD WHEN I FIRST SAW YOU.

SINCE THAT DAY I'VE BEEN HAUNTED BY THE MEMORY OF MY FAILURE--

SINCE THAT DAY I'VE BEEN STRIVING TO MAKE UP FOR MY MISTAKE!

KUR

WELL, MISTER-- MAYBE THIS IS MY SECOND CHANCE!

MAYBE THIS IS THE DAY I ATONE FOR ALL OF SPIDER-MAN'S SINS!

C'MON! GET UP SO I CAN KNOCK YOU DOWN AGAIN!

THEN I'M TAKING YOU IN, AND--

WHY ARE YOU DOING THIS? WHAT DO YOU CARE ABOUT PARKER?

YOU REALLY WANNA KNOW, CREEP? ALL RIGHT--TAKE A LOOK!

Y-YOU? P-PARKER?

I CARE BECAUSE BEN PARKER WAS MY UNCLE!

NO! YOU AIN'T GONNA LET ME GO! YOU'RE GONNA KILL ME! I KNOW IT!

I--I CAN'T LET YOU! YOU HEAR ME? I--I WON'T LET YOU KILL ME!

THUK

GOTTA GET OUTTA HERE... DON'T WANNA TANGLE WITH HIM NOW!

HE'LL KILL ME FOR WHAT I DID... I KNOW HE WILL!

YOU'RE NOT GOING ANYWHERE, PUNK!

WHAT?!?

N-NO! YOU'RE NOT GETTING ME, PARKER! YOU HEAR ME?

BAM

BAM

GET AWAY, BLAST YOU!

GET AWAY FROM ME!

I TOLD YOU BEFORE-- I'VE WAITED A LONG TIME FOR THIS!

THERE'S NO ONE ELSE HERE,,,NO POLICE, NO INTER-FERENCE...

JUST YOU AND *ME!*

NO! NO!!

THOK

WHY DID I GET INVOLVED WITH THIS?

NOTHIN'S EVER GONNA STOP HIM!

HE'LL FIND ME WHEREVER I TRY'N HIDE!

THERE'S NO WAY I CAN ESCAPE HIM!

OH, MY HEAVEN-- HE'S RIGHT *BEHIND ME!*

PUFF.., PUFF.., BREATHIN' TOO HARD... CHEST'S HURTIN'!

IT'S HURTIN' TO RUN... BUT I GOTTA RUN... GOTTA HIDE!

I--I SHOULD'A KILLED THEM ALL WHEN I HAD THE CHANCE...

SHOULD WIPED 'EM OUT-- *OOHHH!!* CHEST'S KILLIN' ME...

AGGHH! HE'S EVERYWHERE!

GOTTA GET OUTTA HERE!

THE DOOR! GOTTA MAKE IT TO THE DOOR. IT'S DARK OUTSIDE...

HE'LL NEVER FIND ME IF I MAKE IT OUTSIDE!

NO! NO! NO! NO! NO! NO!

HE'S WEBBED UP THE DOOR. I--I CAN'T PULL IT OPEN!

THERE'S NO WAY OUT!

IT'S ALL OVER, PUNK.

I HATED YOU FOR SO MANY YEARS... HATED YOU IN SUCH AN UNHOLY WAY I'M ASHAMED TO THINK ABOUT IT--

THEN, WHEN I THOUGHT YOU KILLED MY AUNT MAY, I WAS READY TO RIP YOU APART, LIMB BY LIMB. BUT WHEN I SAW HER ALIVE... THE HATE... EVERYTHING I FELT ABOUT YOU JUST DISAPPEARED!

THIS MIGHT BE THE END OF SPIDER-MAN... BUT I'M NOT GOING TO PULL YOU APART... I'M JUST GOING TO HAND YOU OVER TO THE POLICE.

YOU SEE, IF I USED MY POWER TO KILL YOU--I'D BE NO BETTER THAN THE SCUM YOU ARE.

AND IF I'VE LEARNED ANYTHING--IT'S THAT WITH GREAT POWER THERE ALSO COMES GREAT RESPONSIBILITY!

N-NO! YOU'RE LYIN'! I'D KILL YOU... YOU GOTTA WANT TO KILL ME!

YOU WILL KILL ME!

I KNOW YOU WILL!!

CA-CAN'T LET...YOU TOUCH...CAN'T--
UNGHHH!

HEY! DON'T--

...HEART...WASN'T KIDDIN' BEFORE... GOT BAD HEART... GOT...

JUST LIE HERE--I'LL FIND HELP...EVEN FOR A KILLER LIKE YOU.

FIRE ALARM SHOULD BRING AN AMBULANCE HERE FAST.

YOU DON'T DESERVE IT, BUT YOU'LL PROBABLY PULL THR--

HE'S NOT MOVING... HE'S DEAD!

FIRE ALARM

HE WAS SCARED TO DEATH!

HE COULDN'T BELIEVE EVERY-ONE WASN'T LIKE HIM...HE HONESTLY THOUGHT I WOULD KILL HIM--

HIS OWN FEARS AND HATES DESTROYED HIM!

I SHOULD FEEL RELIEVED, BUT I DON'T--

HIS DEATH WON'T BRING BACK UNCLE BEN!

IT WON'T EVEN EVEN THE SCORE!

MRS. PARKER ...ARE YOU ALL RIGHT?

WH-WHAT ARE YOU GOING TO DO TO ME?

PLEASE... DON'T HURT ME.

MRS. PARKER, I'VE KNOWN FOR YEARS THAT YOU THOUGHT I WAS SOME SORT OF MONSTER... BUT PLEASE BELIEVE ME... I'M NOT.

I WANT YOU HEALTHY ...I WANT YOU WELL... AND I WANT TO BE YOUR FRIEND.

NOW... I WANT TO TAKE YOU TO THE HOSPITAL... WILL YOU TRUST ME?

THERE IS A MOMENT WHEN SPIDER-MAN TREMBLES WITH ANTICI-PATION.

BUT, THEN...

LATER, AT NEWHOPE MEMORIAL HOSPITAL...

I DIDN'T UNDERSTAND WHAT WAS HAPPENING, PETER, BUT I KEPT REMEMBERING WHAT DEAR BEN TOLD ME...

HE SAID YOU'VE GOT TO BE STRONG, MAY--FOR YOURSELF... FOR PETER.

AND I WAS... I WOULDN'T LET THOSE EVIL MEN FRIGHTEN ME... I KEPT THINKING OF YOU...

YOU GAVE ME STRENGTH AND COMFORT... BECAUSE OF THE KIND OF *MAN* YOU HAVE BECOME... *I* HAD THE STRENGTH AND THE WILL TO LIVE.

OH, AUNT MAY, YOU'LL NEVER KNOW HOW MANY TIMES, WHEN LIFE SEEMED ITS CRUELEST TO SPIDER-MAN--

--THAT THINKING OF *YOU* GAVE ME THE WILL TO GO ON.

WE LIVE BECAUSE OF OUR *LOVE* FOR EACH OTHER --AND THAT IS A LOVE THAT WILL NEVER BE STILLED.

I-I'M JUST SO HAPPY YOU'RE WELL... I DIDN'T KNOW WHAT HAPPENED TO YOU... WHAT THEY DID TO YOU, AND ALL FOR--*SAYYY*...

DID YOU *EVER* FIND WHATEVER IT IS THEY WERE LOOKING FOR?

PETER, DARLING, ALL THE WHILE I WAS TIED UP I TRIED TO REMEMBER-- YES... BEN AND I DID FIND A BOX WHEN WE WERE PULLING DOWN SOME *WALLBOARDS*--

--WE HAD SO MANY *TERMITES* IN THOSE EARLY DAYS...

WE FOUND A LARGE BOX... IT HAD BEEN PARTIALLY CORRODED.

BUT, PETER-- WHEN HE OPENED IT--WHATEVER HAD BEEN INSIDE IT--

--IT HAD LONG AGO BEEN EATEN AWAY--*BY SILVERFISH!*

THEN... ALL THAT HORROR... ALL THAT ANGUISH... IT WAS ALL FOR *NOTHING!*

NOT FOR NOTHING, PETER... IT MADE ME *STRONGER*... IT BROUGHT US TOGETHER EVEN MORE THAN BEFORE--

--IT PROVED THAT *LOVE* IS STRONGER THEN ALL THE DOCTORS AND ALL THE HOSPITALS IN THE WORLD. LOVE IS THE *STRONGEST MEDICINE* OF ALL.

EXCUSE ME, THERE'S SOME *FRIENDS* WAITING TO SEE YOU--OHHH, I'LL TELL THEM TO WAIT.

EPILOGUE:

RESOLUTIONS!

STRANGE--THERE HAVE BEEN SO MANY TIMES WHEN I WANTED TO *GIVE UP* MY SPIDER-MAN ROLE--

--SO MANY TIMES WHEN I FELT I'VE *HAD* IT WITH COSTUMES AND CRUSADING!

BUT SOMETHING ALWAYS *STOPPED* ME FROM FINALLY COPPING OUT!

I USED TO THINK I WAS *SCARED*-- AFRAID TO FACE THE WORLD AS PLAIN PETER PARKER!

NOW, AFTER ALL THESE MONTHS, I KNOW THE *TRUTH*-- THE *REAL* REASON!

MY SPIDER-POWER DID *MORE* THAN INCREASE MY STRENGTH--

IT ALSO INCREASED MY LONGING FOR *JUSTICE*-- AND MY *LOATHING* FOR CRUELTY AND CRIME!

AT LAST I REALIZE I'M THE *LUCKIEST* GUY IN THIS WHOLE, WIDE, WONDERFUL WORLD!

MOST PEOPLE *WISH* THEY COULD HELP THEIR FELLOW MAN, BUT THIS OL' WEB-SWINGER HAS THE POWER TO *DO* IT!

SOMEHOW, SOMEWHERE-- SOMEONE WITH FAR GREATER POWER THAN I MANAGED TO PUT IT ALL TOGETHER!

AND I SWEAR TO BE *WORTHY*-- AND *GRATEFUL*-- FOR THE REST OF MY LIFE!

SO, *HEADS UP*, HEROES! *SPIDEY'S HERE TO STAY!*

FIN

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KING-SIZE ANNUAL!

the AMAZING SPIDER-MAN®

READY OR NOT! THE TRIUMPHANT RETURN OF...

DOCTOR OCTOPUS!

WE GUARANTEE IT! THE STRANGEST SPIDEY STORY OF ALL!

POLLARD + MACLEOD

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN / SCRIPT / EDITS / JOHN BYRNE / PENCILS / TERRY AUSTIN / INKS / COSTANZA / letters / WEIN / colors / JIM SHOOTER / CONSULTING ED.

THE ARMS OF DOCTOR OCTOPUS

A MYSTERIOUS MURDER!

PETER PARKER--CRIMINAL?!!

SPIDEY'S IDENTITY--REVEALED!!

AND... DOC OCK'S GREATEST SCHEME!

WE CONFIDENTLY PREDICT--THIS IS THE STRANGEST SPIDEY SAGA--EVER!!

DON'T DARE PEEK AT THE SURPRISE ENDING OF OUR LATEST SPIDEY THRILLER!

LG4011

PROLOGUE: THE EARLY MORNING QUIET IS SUDDENLY BROKEN BY THE HARSH RAPPING OF RUNNING FEET AGAINST RAIN-SLICKED PAVEMENT...

THEY'RE ON TO ME... THEY KNOW WHO I AM!

ONLY A MATTER OF TIME BEFORE THEY TRACK ME DOWN...

...WHICH MEANS I'VE GOT TO CONTACT HOME BASE BEFORE IT'S TOO LATE!

THEY'VE GOT TO KNOW EVERYTHING I KNOW...

...THEY'VE GOT TO PREPARE AGAINST HIS AWESOM--

WELL, WELL, WELL, LOOK WHAT WE HAVE HERE... THE GOVERNMENT STOOLIE!

YOU FOUND ME! WHAT ARE YOU GOING TO DO?

I'M DOING NOTHING... BUT YOU'RE GOING TO COMMIT SUICIDE!

THE GRIM, TRENCHCOATED FIGURE TURNS SUDDENLY AND LUNGES FORWARD. HIS YEARS OF TRAINING ARE BROUGHT TO BEAR AGAINST HIS GUN-WIELDING ATTACKER...

FRAGILE

BUT, HIS FOE IS TOO STRONG, TOO SWIFT, AND...

I'M FALLING! NOOOO!!

I GOT 'IM... BUT WAS I TOO LATE?

DID HE GET HIS MESSAGE THRU TO THE FEDS?

FOR NOW, THAT QUESTION MUST GO UNANSWERED...

CHAPTER ONE: SPIDER-MAN! I KNOW WHO YOU REALLY ARE!

THE EARLY MORNING SUN DOES NOT STRETCH DOWN TO THE DARK-SHADOWED CATACOMBS FAR BENEATH NEW YORK'S TEEMING STREETS...

NOR, DO THE ANGRY **VOICES** FROM THIS HIDDEN, ABANDONED SUBWAY STATION FILTER **UP** FOR ANY HURRYING PEDESTRIAN TO OVERHEAR...

NO! IT'S IMPOSSIBLE!! ALL MY CAREFULLY-CONCEIVED PLANS ARE GONE--**STOLEN!!**

WHICH ONE OF YOU FOOLS IS PLOTTING AGAINST ME? SPEAK, OR I'LL GET RID OF YOU ALL!

WE DIDN'T DO IT, DOC! **HONEST!**

MUST'A BEEN **JIMBO!** HE LAMMED OUTTA HERE LAST NIGHT WITH A SMILE LIKE THE CAT WHAT SWALLOWED THE CANARY!

JIMBO? I NEVER TRUSTED THAT SLICKLY-DRESSED DOLT!

VERY WELL. ONCE I RECOVER MY PLANS... JIMBO WILL **PAY** FOR HIS CRIMES!

FOR TOO LONG NOW HAS THE WORLD **RIDICULED** ME... THOUGHT ME A WEAK, SIMPERING **HAS BEEN!**

KRAK!

BUT THIS I SWEAR-- **DOCTOR OCTOPUS SHALL NEVER BE LAUGHED AT AGAIN!**

NIGHT: ALL IS QUIET AS FAMILIES HUDDLE TOGETHER BEFORE THEIR TELEVISION SETS TO WATCH SITUATION COMEDIES THAT REQUIRE **LAUGH TRACKS** TO INFORM THEM WHEN A JOKE HAS BEEN TOLD...

BUT, IN THE COLD, DARK STREET, THERE IS NO TIME FOR LAUGHTER...

HERE, THE SITUATION AT HAND IS VERY, VERY **GRIM!**

I THOUGHT I HEARD SOME **PROWLING** GOING ON...

AN' WHATTAYA KNOW-- I WAS RIGHT!

A MOMENT LATER...

SHAME, SHAME, BOYS, DIDN'T YOU KNOW THIS WAREHOUSE IS **CLOSED** AT NIGHT?

KRASH

YOU'RE SUPPOSED TO PICK UP YOUR ORDERS BETWEEN NINE AND FIVE-- LIKE EVERYBODY ELSE!

CRIPES! IT'S SPIDER-MAN!

JIMBO! WHAT DO WE DO?

WHAT DO YOU JERKS THINK? **SQUASH HIM!**

"SQUASH"? SQUASH A SPIDER? REAL CLEVER, JIMBO, THINK THAT UP ALL BY YOUR LONESOME--?

OR DID YOU GET SOME FIVE YEAR OLD TO HELP YOU?

POK!

WOK!

WHAM!

YOU'RE REALLY FANCY TOSSING AROUND THEM CREEPS... BUT LET'S SEE YOU HANDLE **THIS!**

JUST WHAT I NEED-- A SHOW-OFF IN A FORK-LIFT!

I'M GONNA RUN YOU CLEAN THRU, CREEP!

SURE YOU ARE. GOT ANY OTHER STORIES TO TELL ME?

NO? THEN LET ME TELL YOU ONE!

IT'S ABOUT A DUDE WHO'S GOT THE *PROPORTIONAL* STRENGTH OF A SPIDER!

IT MAKES LIFTING UP THINGS LIKE THIS A *BREEZE!*

YEOWW!!

WITHIN MOMENTS, THE AMAZING WALL-CRAWLER SUBDUES THE STARTLED GANG...

ALL RIGHT, BOYS...WHERE'D YOUR BIG, BAD LEADER RUN OFF TO?

HE'S THE ONLY CREEP MISSING.

STICK A *SOCK* IN IT, SPIDEY... WE AIN'T SAYIN' NOTHIN'!

ALL RIGHT, BOYS, HAVE IT *YOUR* WAY...

...IT DOESN'T REALLY MATTER. I STOPPED YOUR TAKE-OUT ORDER FOR TONIGHT, AND THAT'S GOOD ENOUGH FOR-- EH? *SIRENS!*

NEW YORK'S FINEST IS ALREADY ON THE WAY... SOMEONE MUST'VE TRIPPED THE ALARM!

WEEOOWEE

HE DOESN'T SEE ME... GOTTA GET OUTTA HERE FAST.

AND, A FEW MINUTES LATER...

EDDIE-- *LOOK!*

JEEZ! THOSE PUNKS--ALL WEBBED UP!

SPIDER-MAN'S BEEN HERE!

BUT NOT FOR MUCH LONGER... TAKE CARE, BOYS!

A FEW MOMENTS LATER...

THERE THEY GO... JUST WISH I KNEW WHERE THEIR *LEADER* RAN OFF TO.

I CAN HELP YOU, SPIDER-MAN.

HUH? WHO ARE YOU? HOW DID YOU SNEAK UP HERE WITHOUT MY KNOWING IT?

SPIDER-MAN, PLEASE... I NEED YOUR HELP!

THE MAN YOU'RE LOOKING FOR COMMITTED A *MURDER* LAST NIGHT.

HE KILLED A SECRET SERVICE AGENT NAMED *KENT BLAKE!*

THE PROBLEM IS, THE "AGENCY" BELIEVES BLAKE'S DEATH WAS A *SUICIDE*. I KNOW IT WASN'T.

IF YOU KNOW SOMETHING, GO TELL THE COPS.

I *CAN'T*... AND THAT'S WHY I NEED YOU.

HEY, I'M NOT ANN LANDERS ... I GOT PROBLEMS OF MY OWN.

PLEASE, SPIDER-MAN, YOU KNOW WHAT IT'S LIKE TO BE *LIED* ABOUT...

YOU'VE GOT TO HELP ME PROVE BLAKE'S DEATH WASN'T SUICIDE.

GO TO HIS FUNERAL... THEN DECIDE.

ALL RIGHT, I'LL GO... WILL YOU BE THERE?

NO... I HAVE TO BE ELSEWHERE...

BUT I'LL FIND YOU LATER... BELIEVE ME.

THE NEXT DAY...

DON'T REALLY KNOW WHY I'M HERE... FUNERALS *DEPRESS* ME!

HMMM, THAT WOMAN MUST BE BLAKE'S WIFE... AND THOSE HAVE GOT TO BE HIS KIDS.

BLAST IT... THEY'LL GROW UP WITHOUT A FATHER.

WELL, THIS IS THE *HARD* PART... I'VE GOT TO TALK TO HER, FIND OUT WHATEVER IT IS I'M SUPPOSED TO FIND OUT.

EXCUSE ME, MRS. BLAKE... I'M PETER PARKER, FROM THE GLOBE...

PLEASE TELL ME IF IT'S A BAD TIME TO TALK, BUT I WANTED TO ASK YOU ABOUT YOUR HUSBAND...

YOU'RE A *REPORTER?* WELL, MR. PARKER, TELL YOUR READERS KENT WAS A *GOOD* MAN... A MAN CONSUMED WITH PRESERVING JUSTICE.

I KNOW KENT TOO WELL--HE *COULDN'T* COMMIT SUICIDE.

HURUMPH! I WONDER HOW HER *KIDS* FEEL ABOUT THEIR FATHER KILLING HIMSELF?

I'M WORRIED ABOUT SUE. HER *INSURANCE COMPANY* WON'T PAY KENT'S DEATH BENEFITS IN A SUICIDE CASE.

SLOWLY, A THOUGHTFUL PETER PARKER RETURNS HOME TO HIS CHELSEA ST. APARTMENT...

BLAKE'S WIDOW WON'T GET THE INSURANCE... I REMEMBER WHAT AUNT MAY WENT THRU AFTER UNCLE BEN WAS KILLED.

SHE SEEMED SO CERTAIN HE DIDN'T KILL HIMSELF... AND I *BELIEVE* HER--

JUST THEN...

I ASSUME YOU'VE DECIDED BY NOW... YOU'LL HELP ME?

WHAT? IT'S HIM? BUT--

HUH? WHAT ARE YOU TALKING ABOUT? WHO ARE YOU?

THERE ISN'T ANY TIME TO PLAY GAMES, PARKER--

HEY, WAIT--!

THERE! NOW WE BOTH KNOW WHO YOU ARE. WILL YOU *HELP?*

IF I HADN'T ALREADY DECIDED, THIS WOULD *CLINCH* IT...

ALL RIGHT, WHOEVER YOU ARE-- I'M IN.

GOOD. NOW, GO TO THIS ADDRESS...

JUST WAIT A MINUTE-- DON'T START ***ORDERING*** ME...

I SAID THERE WASN'T MUCH TIME, PARKER. NOW, ***PLEASE***--

--THIS IS 'JIMBO' RYAN'S ADDRESS...

WELL, AS LONG AS YOU SAID "PLEASE!"

AND...

ALL RIGHT, ALL RIGHT... YOU GUYS WILL DO FINE-- BUT WE'RE STILL A MAN SHORT FOR TONIGHT'S JOB.

WILL ***I*** DO?

HUNH? WHO ARE YOU?

HEARD THE ***STREET NOISE***, JIMBO... YOU NEED A MAN.

I'M HIM!

WANTED

DON'T MAKE ME ***LAUGH!*** YOU'RE A KID!

YEAH? TRY ME!

ALL RIGHT, PUNK-- IT'S YOUR FUNERAL. ***MEN***--

--PULVERIZE THIS WISE-MOUTH AND ***DUMP*** HIM.

NOW, NOW, BOYS-- DIDN'T YOUR MOMS EVER TEACH YOU NOT TO POINT YOUR FLABBY ***FISTS*** AT STRANGERS?

WELL--?

NOT BAD... NOT BAD AT ALL... ALL RIGHT, YOU'RE IN. SAY, WHAT DO THEY CALL YOU?

KID PARKER, JIMBO... THE DUDE WITH THE BABY FACE AND THE FISTS OF STEEL!

ALL RIGHT, KID, PARK YOUR BUTT AND START LISTENING...

THE FULL MOON CASTS LONG SHADOWS WHICH CRISS-CROSS THE DESERTED PIER. THEN, SUDDENLY BUT SILENTLY, THE SHADOWS SEEM TO SHIFT...

THERE SHE IS-- TARGET 'A'!

LIKE I TOLD YOU, I GOT THESE *PLANS* FOR A SUPER-TYPE WEAPON... BUT THE *PARTS* I NEED TO BUILD IT ARE STORED ON THAT HEAP.

WILDE, TAKE CARE OF THAT *GUARD!*

WITH *PLEASURE*, JIMBO...

"SUPER WEAPON?" THAT MYSTERY AGENT DIDN'T SAY ANYTHING ABOUT ANY WEAPONS!

WELL, GOTTA PLAY ALONG... IT'S TOO LATE TO BACK DOWN NOW.

WOK!

IT'S CLEAR TILL WE GET INSIDE...

KEEP IT *BUTTONED*, AND MOVE FAST!

STEALTHILY, THEY SLIDE ABOARD THE OLD FREIGHTER IN FROM JAPAN. THEN, WHEN THEY FINALLY REACH THE MAIN CARGO HOLD...

HEY! WHO GOES THERE? NO ONE'S SUPPOSED TO BE HERE!

TOO BAD, POPS, BECAUSE WE'RE HERE, AND WE'RE *STAYING!*

HE'S DRAWING HIS GUN... CAN'T LET HIM KILL THE OLD GUY.

BUT I THINK I CAN *SAVE* HIM WITHOUT GIVING MYSELF AWAY.

THWIP!

JUST HOPE THEY DON'T HEAR THE OL' WEB-SHOOTER'S TRUSTY "*THWIPPING*" SOUND ABOVE THEIR RACKET.

DID IT! SNAGGED HIS FOOT AND TRIPPED HIM BACK JUST AS JIMBO FIRED.

BLAM!

WHAK!

THE GUARD'LL WAKE UP WITH A *LUMP* ON HIS HEAD, BUT AT LEAST HE'LL WAKE UP.

ALL RIGHT--WE'VE GOT *TWO MINUTES!* *MOVE IT!*

WE'RE GOING TO *DO* IT, GUYS... WE'RE GOING TO MAKE IT HOME FREE!

THAT'S RIGHT, JIMBO-- *GLOAT* WHILE YOU CAN.

BUT PRETTY SOON NOW I'M GONNA PUT YOU AWAY--

--FOR A LONG, LONG TIME!

CHAPTER 2: TENTACLED ENCOUNTERS OF THE OCTOPUS KIND!

THE EVENING MIST HAS GROWN THICK WITH INKY BLACKNESS, BUT NOWHERE IS IT SO DARK AS IMMEDIATELY SURROUNDING THE MAN CALLED DOCTOR OCTOPUS.

RYAN'S FEEBLE-MINDED MOB GOT THEMSELVES *CAUGHT* LAST NIGHT. THAT SHOULD MAKE IT RATHER *EASY* TO LEARN WHERE THAT COWARDLY CRETIN IS HIDING OUT.

I'M CERTAIN HIS MEN WILL *TALK* TO ME...OR ELSE THEIR SILENCE WILL BE REWARDED WITH DEATH!

POLIC

87th PRECINC

C.BRADY CHIEF

7311

WHAT? THEY'VE ALREADY BEEN *BAILED OUT*? BLAST!

RECORDS

LOOK! IT'S DOCTOR OCTOPUS! WHAT'S HE DOING *HERE*?

SO, THE MINIONS OF THE LAW HAVE *FOUND* ME...

WHAT A SHAME NEITHER OF YOU SHALL SURVIVE LONG ENOUGH TO *TELL* OF THIS MOMENT.

LORD! OUR BULLETS JUST SPRAY OFF HIS STEEL TENTACLES!

BLAM

BAM

MY ARMS ARE VIRTUALLY INDESTRUC-TIBLE--IT WOULD TAKE A *GREATER* POWER THAN YOURS TO RUIN THEM!

AND MORE THAN THAT, MY ARMS PROVIDE ME WITH STRENGTH BEYOND YOUR PUNY COMPRE-HENSION!

SKRU

NCH

HE'S PULLING DOWN THE WHOLE BLAMED *CEILING*!! HOW DOES HE DO IT?

WHO CARES? JUST GET OUT OF HERE BEFORE WE'RE TRAPPED!

EDDIE! DO YOU SEE THAT? I-IT'S *DOCTOR OCTOPUS!*

DON'T STAND THERE! SOUND THE ALARM!

WHERE IS JIMBO RYAN??

THAT QUESTION HAUNTS THE UNDERWORLD THIS DARK, EVIL NIGHT.

WHEREVER CRIMINALS GATHER, DOCTOR OCTOPUS IS THERE AS WELL...

HE'S A GRIM SPECTER, A DEADLY ADVERSARY... HE IS AN **UNRELENTING FORCE** THAT WILL NOT STOP UNTIL JIMBO RYAN IS **HIS**!

AT LAST, BEFORE DAWN STREAKS THE HEAVENS, SOMEONE FINALLY SQUEALS, AND...

KRAK

RYAN! WHERE ARE YOU, DOLT? WHERE ARE THE **PLANS** YOU STOLE FROM ME, YOU LOW, THIEVING **SNAKE?**

HOLY COW! IT'S **DOC OCK!** WHAT'S **HE** DOING HERE?

CRIPES! IT'S THE OCTOPUS!

WELL, WELL, LOOK WHAT WE HAVE HERE! PETER PARKER, EH? SURELY YOUR OLD FOOL OF AN AUNT WOULD HAVE ANOTHER **HEART ATTACK** SEEING YOU LIKE THIS!

OR ARE YOU ON **ASSIGN-MENT** FOR THAT NEWSPAPER YOU WORK AT?

HUH? I--I DON'T KNOW WHAT YOU'RE TALKING ABOUT.

SURE, KID, I UNDERSTAND... I BLEW YOUR **COVER,** RIGHT?

WELL, WHO CARES, PUNK, YOU BLEW MINE WHEN I WAS TRYING TO **CON** YOUR OLD BIDDY OF AN AUNT WITH MY PHONY MARRIAGE PROPOSALS!

WHUMP

GOTTA **PRETEND** TO BE KNOCKED OUT... CAN'T LET HIM **GUESS** WHO I AM.

TALK, YOU SNIVELLING LITTLE INSECTS. WHERE IS RYAN? I WANT HIM!

OKAY! OKAY! HE WASN'T PAYIN' US MUCH ANYWAY.

LEMME DOWN, I'LL TELL YA WHAT YA WANNA KNOW.

YOU HAD BETTER BE CERTAIN THIS INFORMATION IS ACCURATE, CRETIN-- IF NOT I GUARANTEE I SHALL RETURN--

--AND MAKE GOOD ON RENDING YOU IN HALF!

I'LL BE FEELIN' THOSE SLIMY TENTACLES AROUND MY NECK FOR WEEKS!

YOU'RE REALLY BREAKIN' MY HEART, Y'KNOW THAT, WILLIE? HEY, WHAT DO WE DO WITH THIS PUNK? OCTOPUS SAID HE WAS A SPY!

WHAT DO WE DO? TIE 'IM UP AND TAKE HIM FOR A LITTLE TRIP. THAT'S WHAT.

I STILL OWE 'IM FOR THAT PUNCH HE GAVE ME THE OTHER DAY...

H-HE'S GONE... THANK HEAVEN... HE'S STRONGER 'N AN OX!

MOMENTS LATER, A SEEMINGLY HELPLESS PETER PARKER IS DUMPED INTO THE BACK OF A DARK SEDAN, AND...

HOPE YOU CAN SWIM, PUNK--

--'CAUSE THAT'S THE ONLY WAY YER GONNA MAKE IT WITH A POCKETFUL OF LEAD!

THEY'VE TOSSED ME OUT AT LAST... NOW I CAN FINALLY ACT WITHOUT GIVING AWAY MY IDENTITY!

FOR A LONG MOMENT THERE IS ONLY SILENCE.

THEN...

HERE. GIVE ME YOUR HAND.

YOU TOOK QUITE A DUNKING, PARKER.

WELL, LOOK WHO'S HERE... MY GOOD SAMARITAN WHO STICKS ME WITH A CRUMMY JOB THEN SPLITS.

LISTEN, MISTER, UNLESS I FIND OUT WHAT'S GOING ON, YOU CAN COUNT ME OUT FROM RIGHT NOW!

I'LL DO BETTER THAN THAT, PARKER. I'LL TELL YOU WHERE TO FIND OCTOPUS.

DO WHATEVER YOU WANT WITH HIM... BUT REMEMBER, I WANT RYAN.

SHORTLY...

SOMETHING TELLS ME WHEN I'M THRU WITH THIS STUFF I'LL KNOW LESS THAN WHEN I BEGAN.

HEY! THIS IS RYAN'S PAD? FANCY SHMANCY!

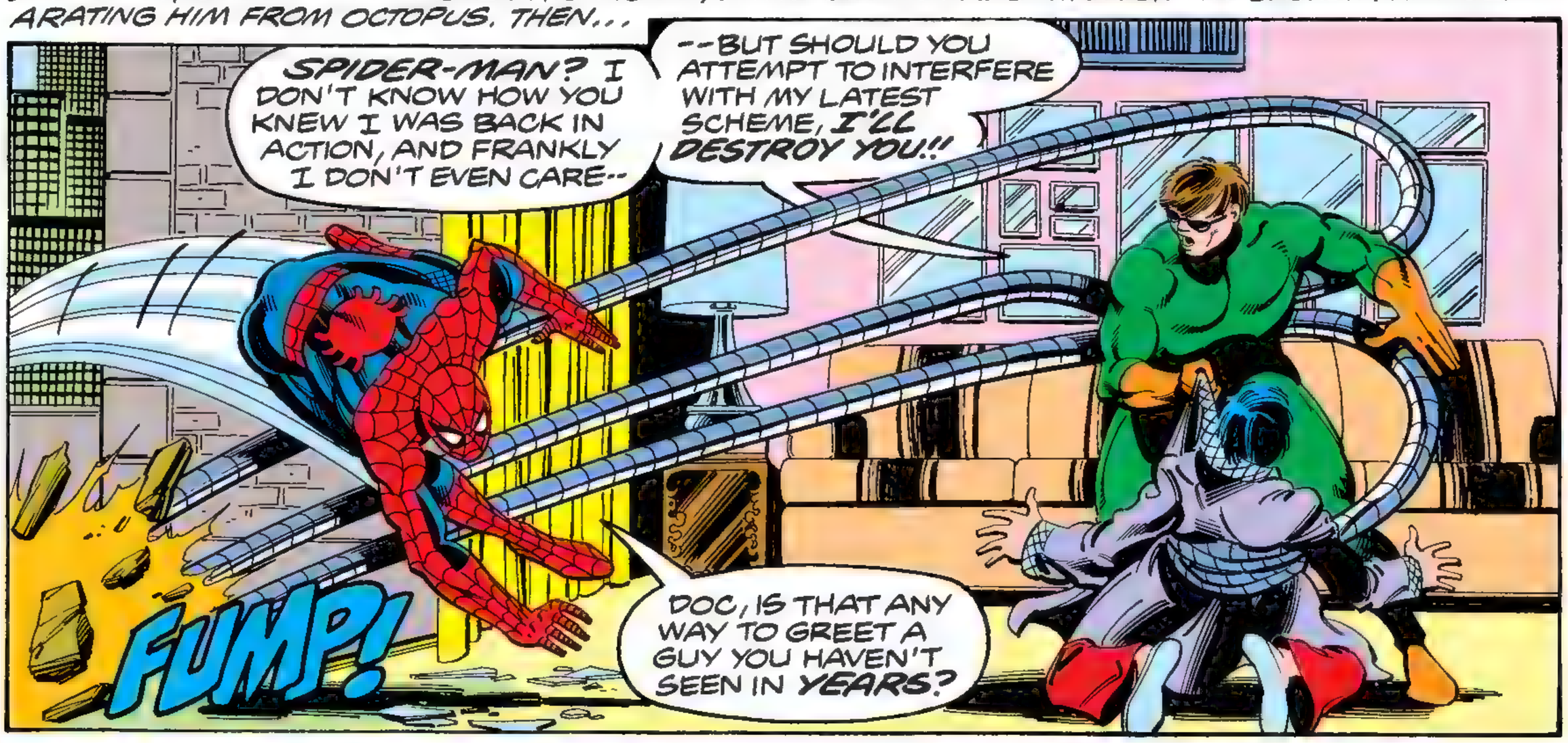
WHO'S THE JERK WHO SAID "CRIME DOESN'T PAY!"

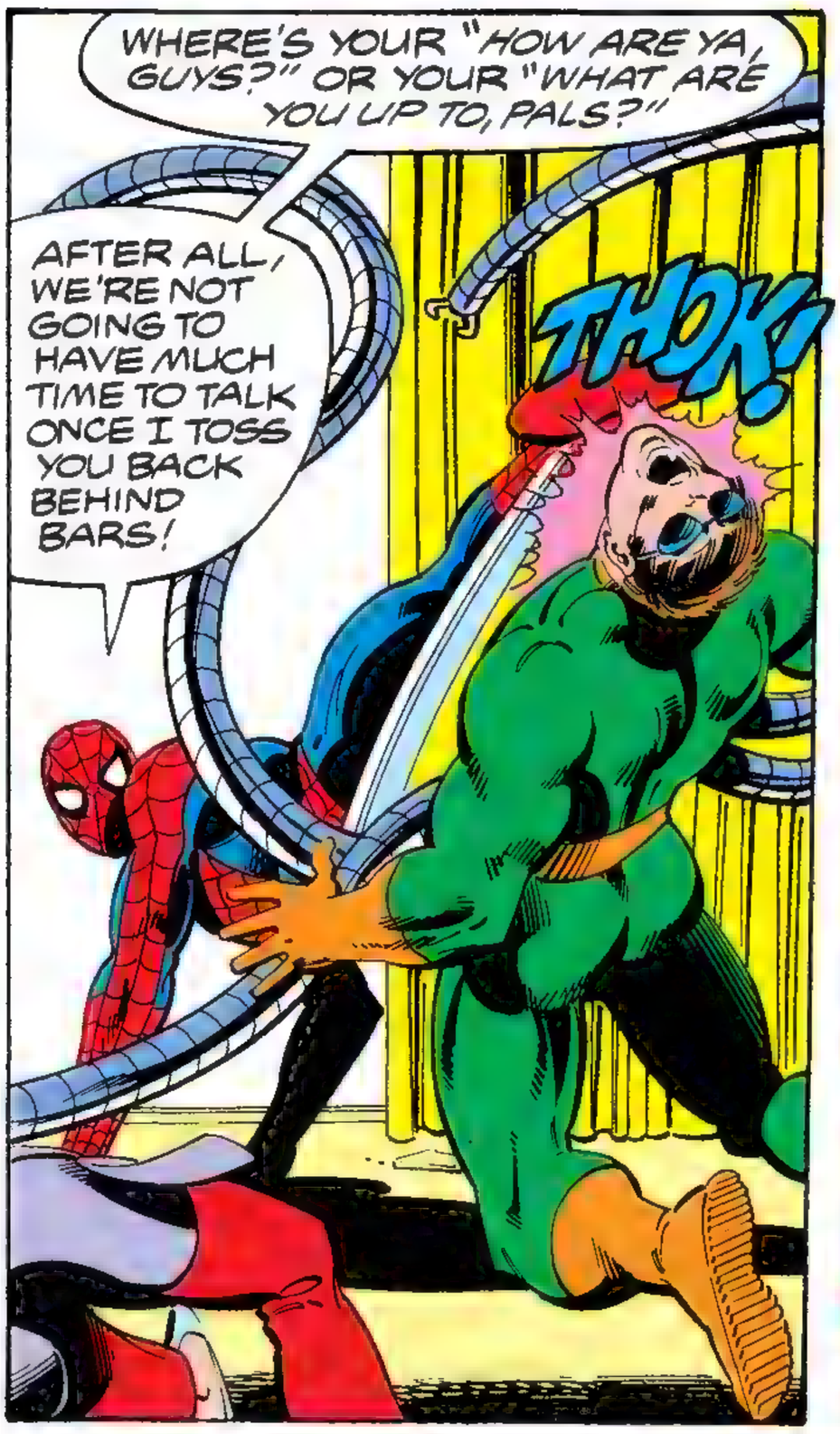
I WORK MY BUTT OFF AND CAN'T AFFORD A PAD HALF THIS SIZ--AH HA!

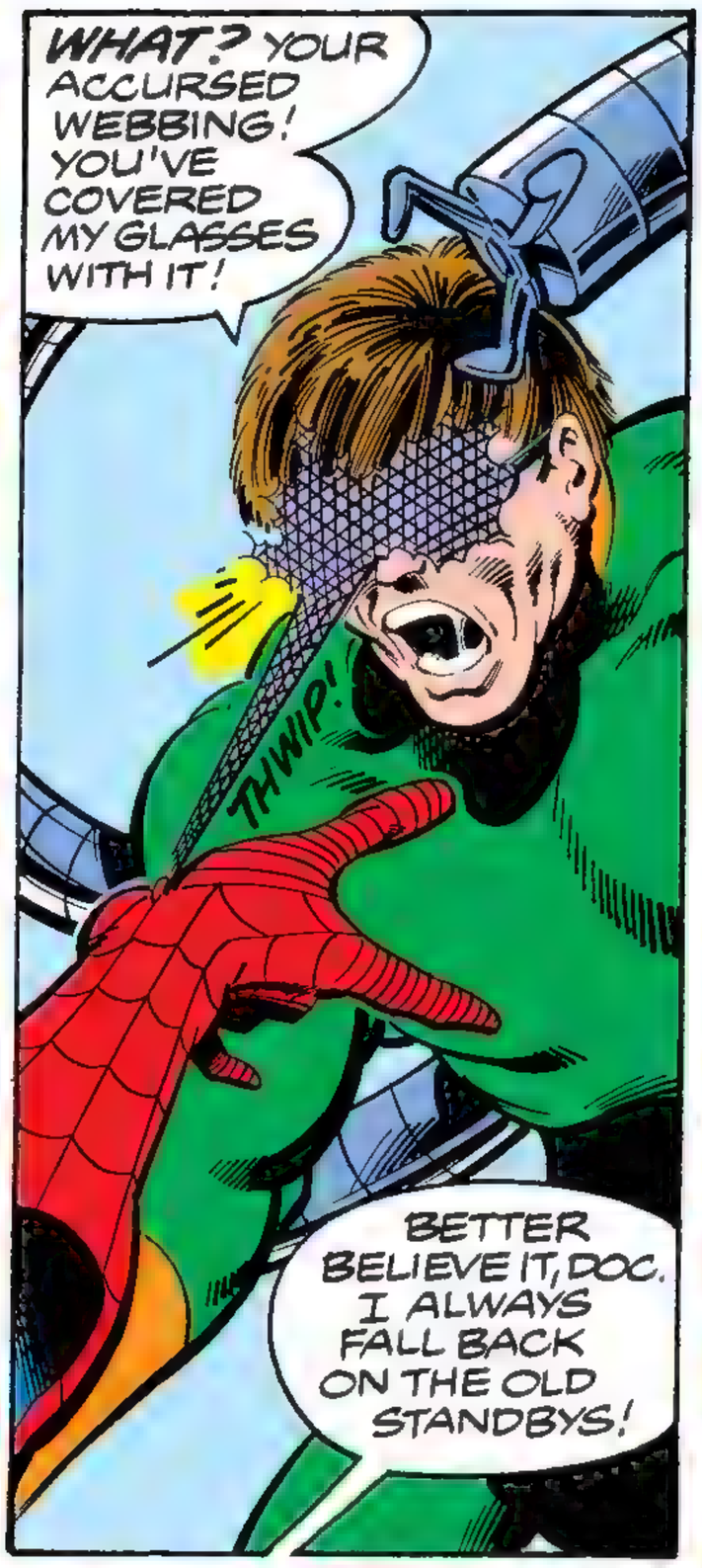
WHO'S BIG AND GREEN AND UGLY ALL OVER?

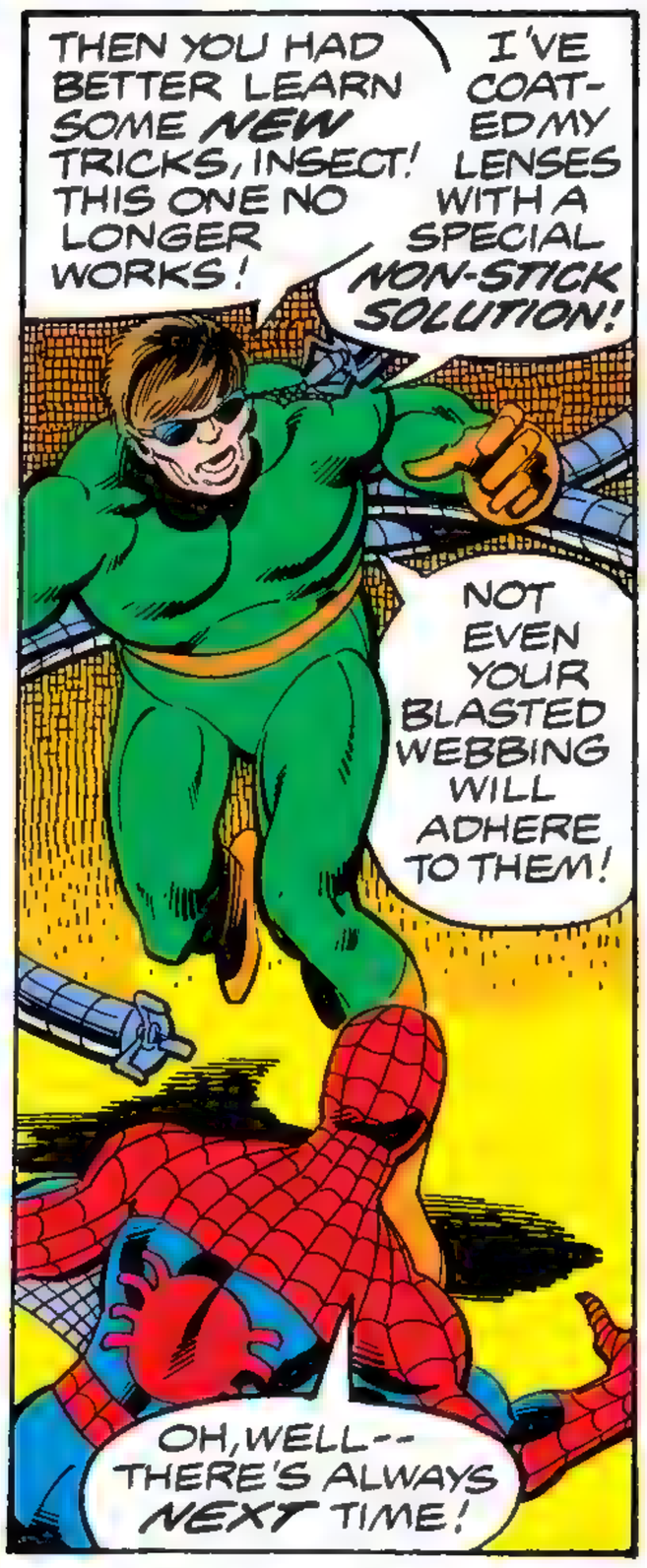
DISCOUNTING THE HULK, THAT IS!

SUDDENLY, SPIDER-MAN ACTS. HIS AGILE, LITHE BODY LEAPS THROUGH THE BROKEN PANE SEPARATING HIM FROM OCTOPUS. THEN...


SPIDER-MAN? I DON'T KNOW HOW YOU KNEW I WAS BACK IN ACTION, AND FRANKLY I DON'T EVEN CARE--
--BUT SHOULD YOU ATTEMPT TO INTERFERE WITH MY LATEST SCHEME, I'LL DESTROY YOU!!
FUMP!
DOC, IS THAT ANY WAY TO GREET A GUY YOU HAVEN'T SEEN IN YEARS?


WHERE'S YOUR "HOW ARE YA, GUYS?" OR YOUR "WHAT ARE YOU UP TO, PALS?"
AFTER ALL, WE'RE NOT GOING TO HAVE MUCH TIME TO TALK ONCE I TOSS YOU BACK BEHIND BARS!
THOK!


WHAT? YOUR ACCURSED WEBBING! YOU'VE COVERED MY GLASSES WITH IT!
THWIP!
BETTER BELIEVE IT, DOC. I ALWAYS FALL BACK ON THE OLD STANDBYS!


THEN YOU HAD BETTER LEARN SOME NEW TRICKS, INSECT! THIS ONE NO LONGER WORKS!
I'VE COATED MY LENSES WITH A SPECIAL NON-STICK SOLUTION!
NOT EVEN YOUR BLASTED WEBBING WILL ADHERE TO THEM!
OH, WELL-- THERE'S ALWAYS NEXT TIME!

THIRTY FIVE STORIES, STRAIGHT DOWN!

I'D MAKE QUITE A RED-AND-BLUE *BLUR* ON THE SIDEWALK IF I FELL ALL THE WAY.

FORTUNATELY, I COME EQUIPPED WITH MY HANDY-DANDY, SPIDER-WEBBING, PATENT-PENDING, AND ONLY $9.95 AT YOUR LOCAL DRUGSTORE!

HUH? OCK'S GONE!

BUT MY FRIENDLY, NEIGHBORHOOD GOVERNMENT SPY SEEMS TO BE ON HAND!

YOU'RE JUST LIKE ZITS--YOU POP UP EVERYWHERE!

BUT I DON'T SUPPOSE YOU'LL *EXPLAIN* WHAT'S GOING ON, WILL YOU?

I CAN TELL YOU WHERE TO FIND OCTOPUS AND RYAN... WILL THAT DO?

FOR NOW, I GUESS.

THE GRAHAM CONSTRUCTION SITE... DUMAS AND B STREET--DOWNTOWN.

I'VE SWUNG BY THAT LOT A FEW TIMES...WANNA LIFT?

HEY, DID YOU HEAR--*HUH?*

HE'S GONE!

WHEN THIS FIASCO IS OVER, THAT G-MAN AND I GOTTA HAVE A LONG, LONG *TALK!*

BEGINNING WITH HOW HE FOUND OUT WHO I AM, AND ENDING WITH HOW DOES HE POP UP AND *VANISH* LIKE THAT!

CHAPTER 3: SQUID PRO QUO! OR, "YOU BEAT ME UP, AND I'LL BEAT YOU!"

DARK SHADOWS INCH ALONG GRIMY MANHATTAN STREETS LIKE WORMS SLITHERING HOME TO THEIR HOLES.

THE ONLY ONES WHO DARE BRAVE THE NIGHT ARE THOSE HUDDLING COLD AND IMPOVERISHED IN DILAPIDATED DOORWAYS.

THEREFORE, ONLY A PALTRY FEW ACTUALLY WITNESS THE MIND-STAGGERING SIGHT OF A MAN MAKING HIS WAY DOWN THE INFAMOUS BOWERY...

...ON MECHANICAL ARMS TWENTY-FIVE FEET LONG...

OCTOPUS! WHAT ARE YOU DOING? WHERE ARE YOU *TAKING* ME?

YOU SHOULD *KNOW* THE ANSWER TO THAT, RYAN!

WE'RE HEADING TO WHERE YOU STASHED MY DESIGNS!

I AIM TO *RETRIEVE* THEM, RYAN--

--THEN CONTINUE WITH MY MASTER PLAN-- *UNINTERRUPTED!*

WE'RE AT THE ADDRESS YOU GAVE ME, RYAN, BUT ALL I SEE IS A CONSTRUCTION SITE!

HAVE YOU BEEN LYING TO ME, DOLT?

SPEAK QUICKLY, MAN--MY PATIENCE IS QUICKLY RUNNING OUT. WHERE ARE MY PLANS?!!

THE GRAHAM CONSTRUCTION COMPANY PRESENTS THE PAUL PARON BUILDING

I--I DIDN'T LIE, OCTOPUS...I SWEAR IT--THEY'RE ACROSS THE STREET, IN THAT OLD JOINT.

I GAVE 'EM TO MY BUDDY... FIGURED YOU'D NEVER FIND 'EM THERE.

WELL, YOU THOUGHT WRONG, RYAN...I CAN LOCATE THOSE PAPERS WITHOUT EVEN LEAVING MY PERCH HERE.

"THE SENSORS BUILT INTO MY INCREDIBLE ARMS WILL LEAD THEM INSTANTLY TO WHAT I SEEK.

"THOSE PAPERS WILL BE MINE IN A MATTER OF MOMENTS--

"--AND THEN, I SHALL DEAL WITH YOU!"

WITH ALL THAT GOING ON, WHEN ARE WE EVER GONNA GET A CHANCE TO CHAT?

WHAK!

YOU AGAIN? YOU'RE INSUFFERABLE! IMPOSSIBLE!

AND THOSE ARE MY GOOD POINTS!

LISTEN, DOC, WHY GO THROUGH ALL THIS STRUGGLING-- LET'S JUST FOLLOW OUR *USUAL* SCENARIO!

WE BATTLE FOR A COUPLE 'A MINUTES. YOU SEEM TO GET THE *BETTER* OF ME, THEN IN A LAST-DITCH EFFORT, I EMERGE VICTORIOUS!

WHAMMO! AND YOU'RE OUT LIKE A NEW YORK BLACKOUT!

SPIDER-MAN, YOU ARE MORE OF A CRETIN THAN I HAD SUSPECTED!

YOU ACTUALLY EXPECT ME TO *SURRENDER?*

YOU SIMPLE-MINDED BUFFOON, THERE IS NO WAY YOU CAN DEFEAT OTTO OCTAVIUS!

FOR THIS TIME, *DOCTOR OCTOPUS SHALL BE TRIUMPHANT!*

WHOMP!

MY *BACK!*

HE'S *CRUSHING* ME WITH THAT GIRDER! CAN HARDLY *BREATHE!*

IF I DON'T MOVE QUICKLY, I'LL BE *DOOMED!*

NICE TRY, DOC OCK, BUT I'M A LOT MORE THAN JUST ANOTHER PRETTY MASK!

HAVE YOU FORGOTTEN MY NEAR-LEGENDARY *SPIDER-STRENGTH?*

YOU COULD SAY I CAN BEND STEEL IN MY BARE HANDS...

...BUT I THINK THAT'S *COPY-RIGHTED* BY SOMEONE ELSE!

YOU BROKE FREE? BUT THAT'S *IMPOSSIBLE!*

IT IS? NOW WHY DIDN'T YOU TELL ME THAT *BEFORE* I FREED MYSELF?

AFTER ALL, IF I KNEW *THAT* WAS IMPOSSIBLE, I'D NEVER BE ABLE TO DO *THIS!*

WOK!

YOU CONTEMPTIBLE CRETIN-- JUST BECAUSE YOU HAVE ME PINNED, DO NOT BELIEVE I AM HELPLESS!

HUH? YOUR TENTACLES *GRABBING* ME... *CHOKING ME!!*

MY SPECIAL ARMS MAKE ME ALL BUT *IMPERVIOUS* TO YOUR INEFFECTUAL ATTEMPTS TO SUBDUE ME!

THOK!

KILLING YOU, SPIDER-FOOL!

NO LONGER SHALL I MAKE THE MISTAKE OF *TOYING* WITH YOU.

NOW THAT I HAVE YOU *HELPLESS,* I'LL *CRUSH* THE LIFE OUT OF YOU BEFORE YOU CAN FURTHER *THWART* MY PLANS!

LET'S *CORRECT* THAT, OCK-- YOU CAN *TRY* TO CRUSH ME...

...JUST AS I CAN TRY TO THROW YOU *OFF-BALANCE* BY GRABBING ONE OF YOUR OTHER ARMS!

WHAT? YOU'RE FLIPPING ME OVER-- THERE'S NOTHING TO GRAB ON TO!

SKROK!

YOU GET THE DRIFT, DOC--

YOU *CAN'T* ATTACK ME IF YOU'RE TOO BUSY SAVING YOURSELF!

GREAT SCOTT-- *NO!*

ARRGHHH!

MY ARM! YOU RIPPED OFF MY TENTACLE!

THE PAIN... THE *SEARING PAIN!!* THAT ARM WAS *GRAFTED* TO ME... IT WAS AS MUCH A PART OF ME AS MY *REAL* ARM!

ARGHH! WHAT HAVE YOU DONE TO ME, YOU ADDLE-PATED DOLT? *WHAT HAVE YOU DONE?!?*

DIDN'T INTEND TO RIP YOU APART, OCK, BUT I'M *NOT* LETTING YOU OUT OF HERE-- NOT NOW!

I'LL GET YOU TO THE *HOSPITAL*... THEY CAN *RELIEVE* YOUR PAIN!

NEVER! I'LL CRUSH YOU THEN FIND MY OWN PHYSICIAN!

OCK'S LOSING, AND WHEN HE DOES, THE WEB-SLINGER WILL COME AFTER ME!

BETTER *SPLIT* BEFORE THEY KNOW I'M GO--

NO, RYAN, YOU'RE NOT GOING ANYWHERE!

HUH? WHO SAID--?

WHAT? *YOU!!* *I-IT CAN'T BE!!*

YOU KNOW WHY I'M HERE, RYAN. YOU'VE GOT TO *PAY* FOR COMMITTING THAT MURDER.

BUT FIRST, YOU WILL *ADMIT* TO YOUR CRIMES!

HEY... DON'T TOUCH ME... DON'T COME *NEAR* ME...

DON'T KNOW WHAT'S GOING ON... DON'T EVEN CARE--

JUST KEEP AWAY FROM ME... *KEEP AWAY FROM ME!!*

SORRY, RYAN, BUT THE LAW WON'T LET YOU GET AWAY WITH MURDER!

YOU SHOULD HAVE KNOWN THAT FROM THE BEGINNING!

I DON'T HAVE TO KNOW ANYTHING, MAN-- *HEY!*

DON'T COME NEAR ME... DON'T TOUCH ME!

STOP BACKING UP, YOU FOOL! LOOK *BEHIND* YOU!

OH NO... *NO!* YOU'RE NOT GOING TO PULL THAT OLD TRICK ON ME.

YOU DON'T EXPECT ME TO *FALL*--

RYAN!!

WHA--? RYAN'S PLUNGING OFF THE BUILDING--HE'LL *DIE!*

CAN'T LET THAT HAPPEN -- EVEN IF IT MEANS OCK WILL ESCAPE!

RYAN! GO LIMP...

...DON'T TIGHTEN UP, MAN...

THERE-- GOT YOU!

YOU'RE GOING TO *CONFESS* TO KENT BLAKE'S MURDER.

YOU'LL *LIVE*, RYAN, PROVIDING YOU START TALKING!

ALL RIGHT, GUY, HERE'S YOUR BIRD -- READY FOR *PLUCKING!*

HMMM... I SEE OCK TOOK OFF AS I SUSPECTED.

HE GRABBED SOME PAPERS FROM THAT BUILDING ACROSS THE WAY AND *FLED.*

I'M SORRY, BUT THERE WAS NO WAY I COULD *STOP* HIM.

DON'T HASSLE IT. HE'LL POP UP AGAIN... HE *ALWAYS* DOES!

BUT, FOR NOW...

SHORTLY, AT POLICE HEADQUARTERS...

WELL, WELL, LOOK WHAT THE SPIDER DRAGGED IN. IF IT ISN'T JIMBO RYAN HIMSELF!

PUT ME AWAY! I'LL *TALK!* I'LL CONFESS!

JUST LOCK ME AWAY!!

SURE, JIMBO -- WITH PLEASURE!

EPILOGUES:

EARLY THE NEXT MORNING...

WHEN I CAPTURED RYAN, THAT GOVERNMENT AGENT VANISHED AGAIN... SO I STILL DON'T KNOW A THING...

BUT IF HE WAS A FRIEND OF BLAKE'S PERHAPS BLAKE'S *WIFE* KNOWS WHO HE IS...

I GOTTA FIND OUT WHAT HE'S GOING TO DO ABOUT MY SECRET I.D.

MRS. BLAKE. I'M PETER PARKER FROM THE GLOBE. REMEMBER ME?

YES, OF COURSE, MR. PARKER. PLEASE ... COME IN.

YOUR HUSBAND'S KILLER *CONFESSED* TO HIS CRIMES. I, UH, WAS WONDERING WHAT YOUR FAMILY REACTIONS WERE...

I *KNEW* KENT WAS INNOCENT, MR. PARKER... I NEVER HAD ANY DOUBT... BUT NOW HE'S BEEN *CLEARED*, AND HIS CHILDREN KNOW HE DIED A HERO--

AND SOMETHING TELLS ME KENT'S *SPIRIT* CAN NOW REST IN PEACE KNOWING HIS NAME HAS BEEN VINDICATED!

STILL, I'LL *MISS* HIM. LORD, I'LL MISS HIM.

MRS. BLAKE-- THAT PICTURE-- THAT'S YOUR *HUSBAND?*

OF COURSE, THAT'S KENT. BUT WHY DO YOU SEEM SO *SURPRISED?*

I, ER--THAT IS... NEVER MIND... I REALLY DON'T THINK YOU'D BELIEVE ME EVEN IF I TOLD YOU...

DAZED, CONFUSED, PETER PARKER TAKES HIS LEAVE OF THE BLAKES, AND...

GOODBYE, MR. PARKER, AND THANK YOU FOR YOUR CONCERN...

I--I DON'T UNDERSTAND... THAT WAS THE PICTURE OF THE GOVERNMENT AGENT WHO--

BUT, IF THAT WAS KENT BLAKE, THAT WOULD MEAN IT WAS HIS GHOS--

OH NO... *NO*... DON'T WANT TO THINK ABOUT THIS...

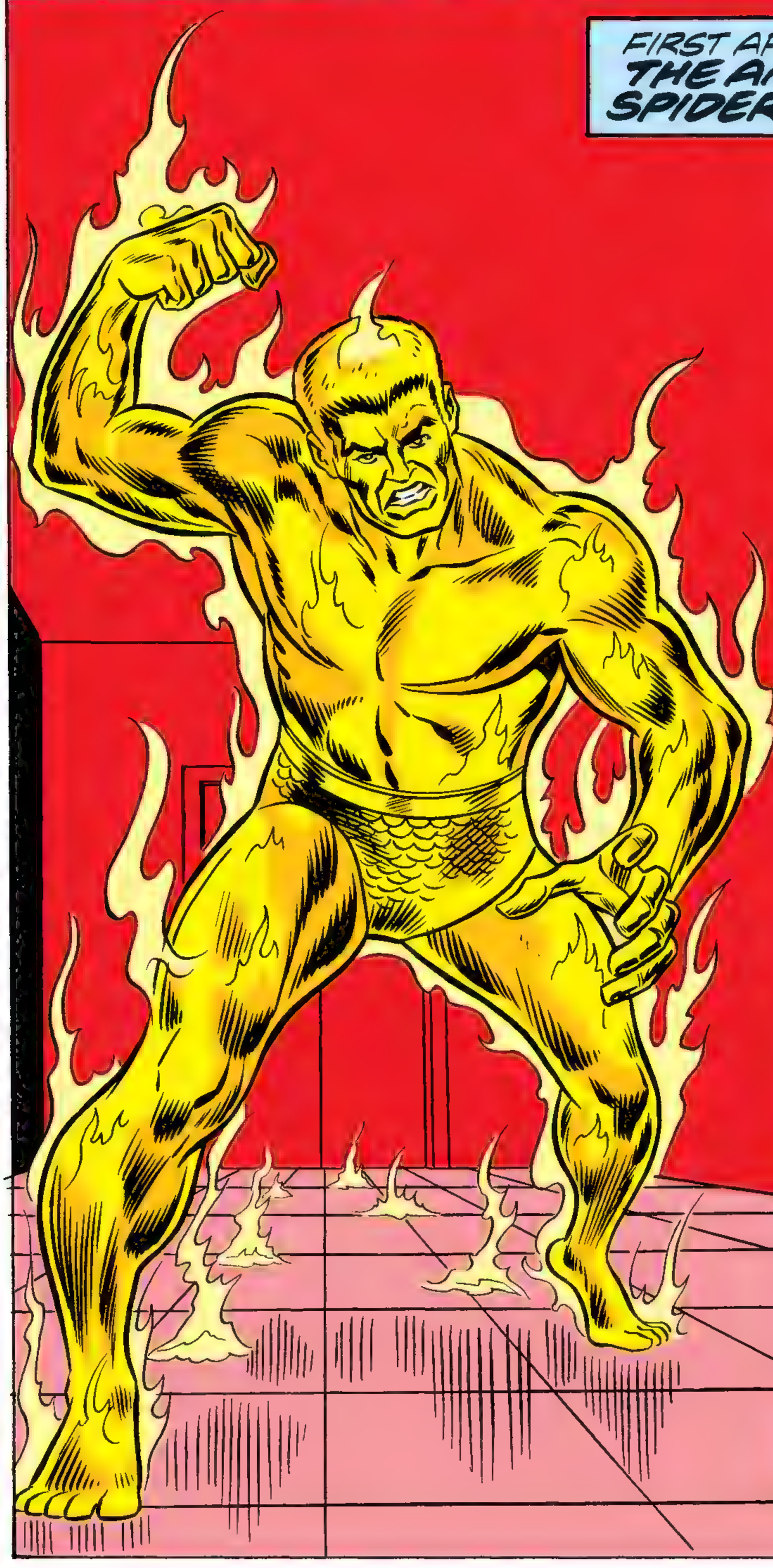
SOMETHING TELLS ME I'M BETTER OFF NOT THINKING ABOUT THIS AT ALL!

TO BE CONTINUED IN *PETER PARKER ANNUAL* #1, ON SALE SOON!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE MOLTEN MAN

FIRST APPEARED IN THE AMAZING SPIDER-MAN #28



ONCE HE WAS MARK RAXTON, A DISGRUNTLED ASSISTANT SCIENTIST WHO HELPED SPENCER SMYTHE DEVELOP A LIQUID METAL ALLOY. DUE TO A FREAK ACCIDENT, THE BURNING CHEMICAL WAS ABSORBED INTO RAXTON'S SKIN AND GAVE HIM THE POWER TO INCINERATE ANY-THING HE TOUCHED. NEEDLESS TO SAY, HIS POWER ALONE MAKES HIM ONE OF SPIDEY'S MOST DANGEROUS FOES... BUT HE'S ALSO THE STEP-BROTHER OF PETE'S FRIEND LIZ ALLEN...WHICH PREVENTS OUR WALL-CRAWLER FROM USING ALL HIS POWER TO STOP HIM!.

APPEARANCES:
SPIDER MAN #28, 35, 132, 133, 172, 173

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE LOOTER

(A.K.A. THE METEOR MAN!)

FIRST APPEARED IN **THE AMAZING SPIDER-MAN #36**

DEFINITELY ONE OF SPIDEY'S STRANGEST VILLAINS, THE LOOTER IS NORTON G. FESTER, WOULD-BE SCIENTIST, PART-TIME BUMBLER, AND FULL-FLEDGED NUT! WHEN HE ACCIDENTALLY CRACKED OPEN A GAS POCKET IN A FALLEN METEOR, HE WAS GIVEN POWERS THAT MADE HIM A DANGER TO SPIDEY. FIRST HE CALLED HIMSELF THE LOOTER, THEN CHANGED IT TO THE METEOR MAN. WHAT HE'LL CALL HIMSELF NEXT IS ANYBODY'S GUESS.

APPEARANCES:
SPIDER-MAN #36
MARVEL TEAM-UP #33, 34
DEFENDERS #64

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE RHINO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #41

WITHOUT A DOUBT, ONE OF SPIDEY'S MOST POWERFUL BADDIES. STRONG AS THE BEAST WHOSE NAME HE TOOK, NOTHING CAN STOP HIM ONCE HE BEGINS HIS MINDLESS RAMPAGE! CONCRETE BLOCK-HOUSES CRUMBLE TO DUST BEFORE HIM, AND MORE THAN ONE HERO HAS FELT HIS AWESOME STRENGTH. NATURALLY, SPIDEY WAS THE FIRST, AND HE CAN STILL FEEL THE BRUISES!

APPEARANCES:
SPIDER-MAN #41, 43
HULK #104, 117, 124, 157, 158, 159, 171, 218
DEFENDERS #42, 43

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE SHOCKER

FIRST APPEARED IN THE AMAZING SPIDER-MAN #46

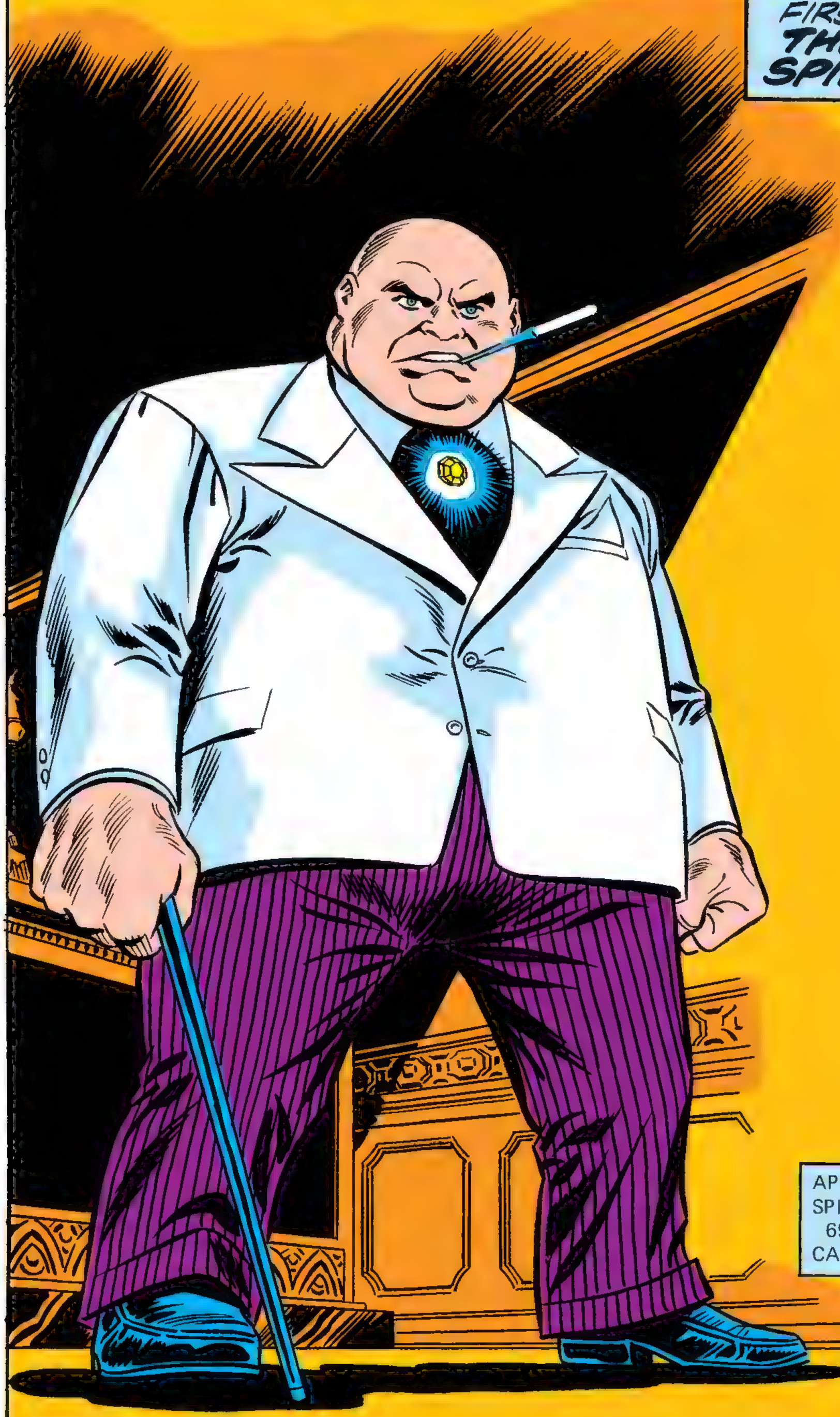
WHAT CAN WE SAY ABOUT THE SHOCKER THAT HIS VIBRO-SHOCK UNITS CAN'T SAY BETTER? THERE'S NOTHING HE CAN'T VIBRATE APART WITH HIS MECHANICAL BLASTERS, NOTHING THAT CAN STOP HIM, AND NOTHING THAT HE WON'T GO AFTER SHOULD IT PROVE VALUABLE ENOUGH TO STEAL! THE SHOCKER IS ONE OF SPIDER-MAN'S WILDEST FOES, SO PLEASE DON'T GET IN HIS WAY. OKAY?

APPEARANCES:
SPIDER-MAN #46, 72, 151, 152
DEFENDERS #64

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The KINGPIN

FIRST APPEARED IN THE AMAZING SPIDER-MAN #50



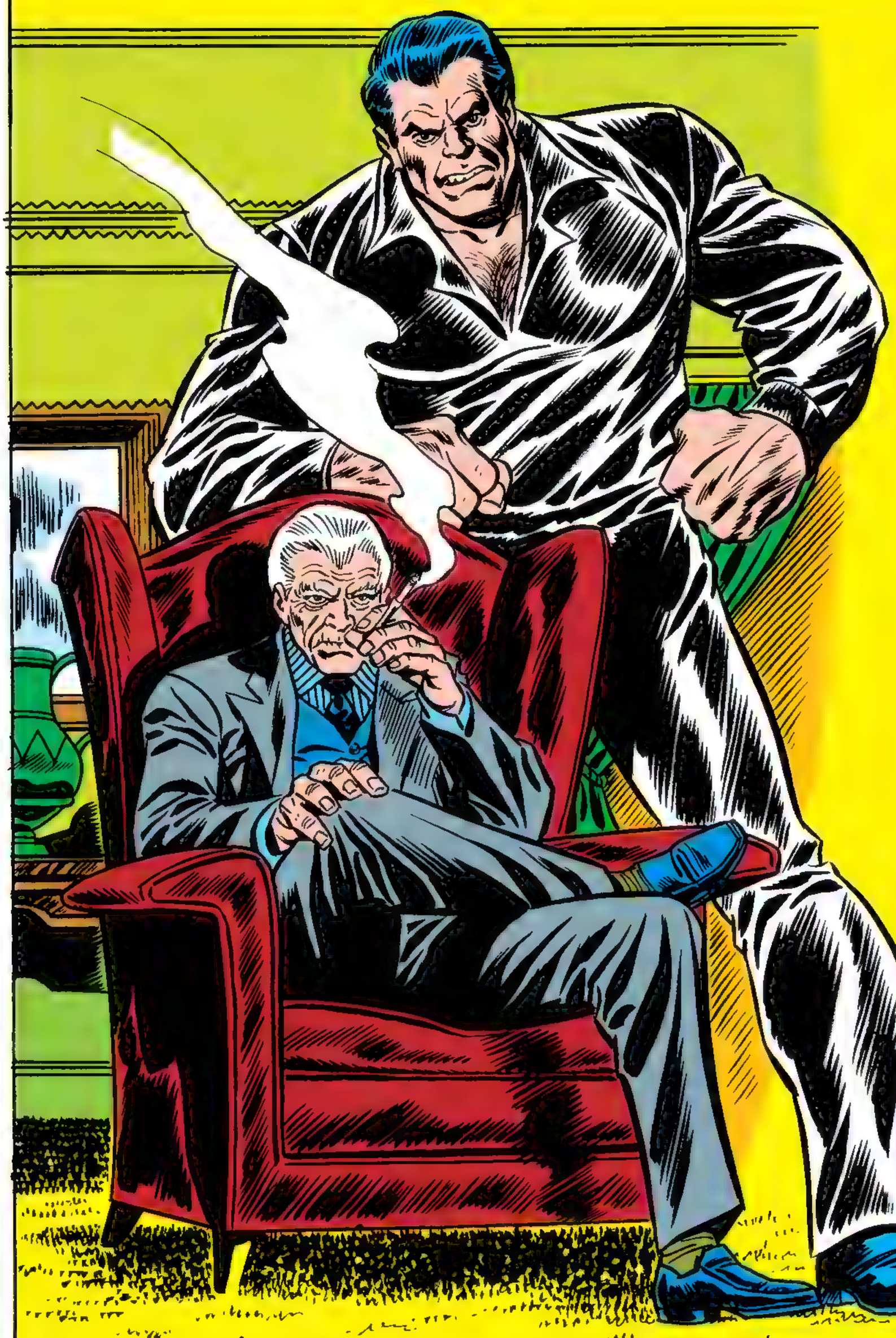
WHEN IT COMES TO RAW POWER, NOBODY CAN BEAT THE KINGPIN! THE MASSIVE GIANT MAY SEEM TO BE MADE OUT OF BLUBBER, BUT DON'T DARE SAY THAT TO HIS FACE. HE'S SIX-FOOT SEVEN INCHES OF SOLID MUSCLE, AND NOT EVEN SPIDEY HAS BEEN ABLE TO STOP HIM ONCE HE GETS GOING! HE'S NOT ONLY STRONG, BUT HE'S CUNNING, AND AS DEADLY AS THEY COME... BUT, FOR ALL HIS EVIL, HE WILL DO ANYTHING FOR HIS WIFE, VANESSA, THE WOMAN HE LOVES!

APPEARANCES:
SPIDER-MAN #50, 51, 59, 60, 61, 68, 69, 70, 71, 84, 85, 163, 164, 197
CAPTAIN AMERICA #147, 148

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SILVERMANE and MAN-MOUNTAIN MARKO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #73



SILVERMANE IS THE LEADER OF THE MAGGIA, PROBABLY THE MOST POWERFUL CRIMINAL ORGANIZATION IN EXISTENCE. HE'S ALSO THE KINGPIN'S ARCH-RIVAL FOR CONTROL OF CRIME IN NEW YORK CITY. SILVERMANE IS FEARED BY MOST EVERYONE, AND IF YOU MEET HIM, YOU'LL KNOW WHY. MAN MOUNTAIN MARKO IS HIS BODYGUARD, AND HE'S SOLID MUSCLE AND SOLID HATE. DON'T GET INTO AN ARGUMENT WITH HIM: MARKO ANSWERS WITH HIS FISTS!

APPEARANCES:
SILVERMANE
SPIDER-MAN # 73, 74, 75
DAREDEVIL #120,121,122, 123

MARKO
SPIDER-MAN #73,74,75

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE PROWLER

FIRST APPEARED IN THE AMAZING SPIDER-MAN #78

HE'S NOT REALLY A VILLAIN, BUT HE CERTAINLY SEEMED THAT WAY WHEN HE FIRST APPEARED TO GIVE SPIDEY A HARD TIME. HE IS, IN FACT, HOBIE BROWN, A GUY WHO FELT EVERYTHING GOOD ALWAYS HAPPENED TO SOMEBODY ELSE, USING HIS NATURAL ACROBATIC SKILLS, AND SEVERAL HOME-MADE GADGETS, THE POOR WINDOW-WASHER BECAME THE MENACING PROWLER, UNTIL SPIDEY SHOWED HIM THE ERROR OF HIS WAYS!

APPEARANCES:
SPIDER-MAN #78, 79, 93, 97
DEFENDERS #62, 63, 64
DEADLY HANDS OF KUNG FU #21

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE KANGAROO

FIRST APPEARED IN THE AMAZING SPIDER-MAN #81

FRANK OLIVER STUDIED THE KANGAROO IN AUSTRALIA, ATE WHAT THEY ATE, DRANK WHAT THEY DRANK, AND WISHED HE COULD LEAP AS THEY LEAPED AND WAS AS PROPORTIONALLY STRONG AS THEY WERE. BUT IT WASN'T UNTIL HE MET THE EVIL DR. JONAS HARROW THAT HE WAS CHANGED... REBUILT WITH WIRES, CHEMICALS AND STEEL... AND BECAME ONE OF SPIDEY'S MOST FEARED FOES!

APPEARANCES:
SPIDER-MAN #81, 126

A MIGHTY MARVEL BONUS PAGE

EVERYBODY IN THE WORLD SEEMS TO BE WRITING TO US, DEMANDING THAT WE PRESENT THE NEVER-BEFORE PUBLISHED SCHEMATIC ON ALL OF PETER PARKER'S HANGOUTS. AND SO, AT GREAT EXPENSE (TWO ROAST BEEF SANDWICHES, ACTUALLY), WE PRESENT...

PETER PARKER'S PAD!

PETER'S APARTMENT BUILDING. ADDRESS: 410 CHELSEA ST. NEW YORK (HE'S RIGHT OFF EIGHTH AVENUE IN CASE YA WANNA LOOK 'IM UP!).

PETER'S APARTMENT.

SKYLIGHT TO P.P.P.*

LANDLORD MUGGINS' APARTMENT.

* PETER PARKER'S PAD... NATCH. --MARV & KEITH.

FOR DETAIL STICKLERS: THE ORIGINAL HARD-TO-DIG-UP **FLOORPLAN**... RIGHT FROM THE BUILDER'S FILES.

JUST IN CASE YOU HAVE TROUBLE FINDING PARKER'S PAD, HERE'S PETER'S NEIGHBORHOOD...

SHOES
SHOE REPAIR
WONG DRY CLEANER
HANNIGAN'S DELICATESSEN
MADAME SALINA'S SPIRITAL ADVISOR
LIQUOR

WE HEAR THE DELI MAKES GREAT KNISHES.

AND NOW FOR CULTURE LOVERS' EVERYWHERE:

DAILY BUGLE

THE BUGLE BUILDING! 46 STORIES TALL!

GLORY GRANT'S DESK.

J. JONAH JAMESON'S EDITORIAL OFFICE.

STAFF AND REPORTERS' AREA.

J. JONAH JAMESON'S 46TH FLOOR PENTHOUSE OFFICE.

JOE (ROBBIE) ROBERTSON'S OFFICE.

BETTY BRANT-LEEDS' DESK.

SEVENTEENTH FLOOR.

THE DAILY GLOBE

AND NOW, FOR THE OTHER SIDE OF THE BLOCK...

BARNEY BUSHKIN'S DESK.

CONFERENCE ROOM.

SANDY JONES' DESK.

STAFF AND REPORTERS' AREA.

THE DAILY GLOBE BUILDING, 28 STORIES TALL!

K.J. CLAYTON'S OFFICE ON THE 28TH FLOOR.

PETER PARKER'S OFFICE.

DARKROOM.

AFTER GRADUATING FROM MIDVALE HIGH, PETER PARKER ENTERED EMPIRE STATE UNIVERSITY AS A SCIENCE MAJOR. THIS FALL HE WILL BEGIN HIS GRADUATE STUDIES IN BIOPHYSICS.

EMPIRE STATE UNIVERSITY

PETE/SPIDEY

SCIENCE BUILDING

Dr. MORRIS SLOAN

Dr. CURT CONNORS

PHYSICS BUILDING

DORMITORIES

MARCY KANE

ART SCHOOL

HUMANITIES BUILDING

STEVE HOPKINS

GYM

FLASH THOMPSON & SHA SHAN

LIBRARY

PHILIP CHANG

CHRIS MARTIN

HECTOR AYALA/ WHITE TIGER

HOLLY GILLIS

DEBRA WHITMAN

TRACK & TENNIS COURTS

AS PETE'S HORIZONS EXPAND, SO DOES HIS SUPPORTING CAST. HERE ARE JUST SOME OF THE FOLKS YOU'LL BE GETTING ACQUAINTED WITH IN THE MONTHS TO COME!

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1ST ISSUE COLLECTOR'S ITEM!

KING-SIZE ANNUAL!

PETER PARKER, THE SPECTACULAR

SPIDER-MAN™

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!

BILL MANTLO AUTHOR / RICH BUCKLER & JIM MOONEY ARTISTS / JIM NOVAK LETTERS / BOB SHAREN COLORS / ALLEN MILGROM EDITOR / JIM SHOOTER HEAD HONCHO

AND MEN SHALL CALL HIM... OCTOPUS!

"THE SKY IS CHANGED--AND SUCH A CHANGE! O NIGHT AND STORM AND DARKNESS! YE ARE WONDROUS STRONG..." --LORD BYRON

IT'S A GOOD THING I'M NOT THE SUPERSTITIOUS TYPE! OTHERWISE I'D SUSPECT A CONNECTION BETWEEN THIS ***STORM*** AND MY ENCOUNTER WITH KENT BLAKE EARLIER THIS EVENING! *

I'D BELIEVE I HAD DREAMT THE WHOLE THING UP--EXCEPT MY BONES STILL ACHE FROM THE BEATING ***DOC OCK*** GAVE ME.

EH? MY ***SPIDER-SENSE*** IS STARTING TO TINGLE -- WARNING ME OF ***DANGER!*** BUT WHAT?!

*CONTINUING THE DEATH-DUEL BETWEEN OUR FRIENDLY, NEIGHBORHOOD WALL-CRAWLER AND THE DEADLY DR. OCTOPUS, WHICH BEGAN IN ***AMAZING SPIDER-MAN ANNUAL*** #13 --AL.

LG706

THE WIND IS BLOWING WITH *HURRICANE* INTENSITY-- BUT WITH MY SPIDER-LIKE ABILITY TO CLING TO ANY SURFACE, I WON'T BE SWEPT AWAY! SO WHY IS THE OLD SPIDEY SENSE ACTING UP?!

THE BUILDING FACADE!

IT'S BEGINNING TO CRUMBLE-- TO *COLLAPSE* FROM THE FORCE OF THE WIND!

IT'S FALLING TOWARD THE CROWDS BELOW, ON FIFTH AVENUE.

WRUMP

HOLY--! CALL THE POLICE! THE FIRE DEPARTMENT!

YOU *DO* THAT, CITIZEN-- WHILE I TRY TO KEEP THIS TON-AND-A-HALF OF BRICKS FROM TUMBLING STREET-WARD!

UNHH! I DON'T HAVE ANY LEVERAGE AND I'M PUSHING AGAINST THE WIND!

OH NO! CROWDS ARE GATHERING BELOW! WHAT DO THEY THINK THIS IS-- A PERFORMANCE?!

GOT TO CLEAR THE STREETS!

LOOK, ARCH--THE *SPIDER-SIGNAL!*

IT'S *SPIDER-MAN,* TRYING TO WARN US!

KRRAK

OH, NO! THERE IT GOES-- BREAKING INTO SECTIONS! ONLY ONE CHANCE--!

GOTTA FIGHT THE WIND!

HEAVE THE FACADE ONTO THE BUILDING!

T-THE STRAIN IS INCREDIBLE!

LOOK! WHAT'S SPIDER-MAN DOING?

H-HE'S HURLING BRICKS DOWN ON US!

BULL! THAT'S DAILY BUGLE TALK! HE'S TRYING TO *SAVE* US!

I--I DID IT! THE DANGER'S PAST!

KRUMP

OMIGOSH! A SECTION BROKE LOOSE!

THWP

I'VE **WEBBED** IT-- BUT IT'S DRAGGING ME DOWN WITH IT!

GOTTA GO WITH THE FLOW --SWING IT TOWARD THAT WAREHOUSE ROOF...

SPIDER-MAN, GET DOWN HERE! YOU CAN'T JUST WALK AWAY FROM A NEAR-DISASTER WITHOUT AN EXPLANATION!

NYPD

SO WHO'S WALKING? SEE YA, SARGE!

HE-HE IGNORED ME! HE JUST SWUNG AWAY!

SO, WHAT WERE YOU GONNA BOOK HIM FOR? *HEROISM*?

MOMENTS LATER, DOWNTOWN...

GOOD! NOT A SOUL AROUND!

THIS IS THE CONSTRUCTION SITE WHERE I FOUGHT DOC OCK LAST NIGHT! I WAS AFRAID SOMEBODY WOULD INVESTIGATE...

...BUT THE STORM HAS SLOWED THINGS DOWN!

OCK GOT WHATEVER IT WAS HE WAS AFTER-- BUT HE *LOST* SOMETHING, TOO, DURING OUR FIGHT!

SOMETHING I'M HOPING WILL *LEAD* ME TO HIM!

APPROACHING THE DEBRIS OF THE BATTLE, THE SPECTACULAR SPIDER-MAN SIFTS THROUGH MOUNDS OF MORTAR AND METAL!

AW, C'MON! IT'S *COLD* OUT HERE AND MY SPIDEY-COSTUME ISN'T WEATHERIZED!

WHERE *IS* IT??

AH! HERE WE GO!

SOMEHOW, IT GOT STUCK UNDER THE BUILDING'S FREIGHT ELEVATOR!

DOC OCK'S *ARM!!*

I TORE IT OFF HIM JUST BEFORE HE MADE HIS ESCAPE!

IT'S LIMP NOW-- LIFELESS! FUNNY WAY TO DESCRIBE A LENGTH OF HYDRAULIC TUBING...

... BUT DOC OCK'S ARMS HAVE ALWAYS BEEN A LOT MORE THAN MERE MECHANICAL WALDOES!

IT'S LIKE THEY AND OCK HAVE A SYMBIOTIC--A MUTUALLY DEPENDENT--RELATIONSHIP! I NEVER THOUGHT OF THE ARMS AS *ALIVE* BEFORE, THOUGH...

...BUT NOTHING ELSE EXPLAINS THE DOC'S SCREAM OF *ANGUISH* WHEN I TORE THE ARM FROM HIM--AS IF THE ARM WERE PHYSIOLOGICALLY A PART OF HIM!

AN INTERESTING THEORY, BUT HARDLY ONE TO PONDER AT A WINDSWEPT CONSTRUCTION SITE!

THAT'S WHERE LEADING A *DUAL EXISTENCE* COMES IN HANDY!

WHAT SPIDER-MAN CAN'T SOLVE, PETER PARKER--BOY GENIUS --*CAN*...

...AT EMPIRE STATE UNIVERSITY'S GRAD SCHOOL LABORATORIES!

BUT, WHILE SPIDEY SWINGS OVERHEAD--

YEEAGHH

--A *SCREAM* ECHOES FAR BELOWGROUND!

THE CRY EMANATES FROM THE SUBTERRANEAN, **SUBWAY HIDEOUT** OF THAT DEADLIEST OF ALL THE WEB-SLINGER'S FOES... THE DIABOLICAL **DOCTOR OCTOPUS!**

D-DOCTOR OCTAVIUS, I DON'T UNDERSTAND IT! I'VE ADMINISTERED THE MOST POWERFUL **ANESTHETIC** KNOWN TO MEDICAL SCIENCE... BUT IT SEEMS TO HAVE NO AFFECT! IT-- IT'S ALMOST AS IF YOUR **PAIN** OVER THE LOSS OF YOUR MECHANICAL ARM WERE--ER--IN YOUR **MIND!**

FOOL! IMBECILE! CRETIN! YOU WERE RECOMMENDED TO ME AS THE BEST PHYSICIAN THE **UNDERWORLD** HAS TO OFFER -- BUT YOU HAVE SHOWN YOURSELF TO BE A CHARLATAN!... A QUACK!

ARGHH! MY SIDE! THE PAIN! DO SOMETHING YOU OVERRATED CLOWN! DO ANYTHING!

I'M SORRY--THERE IS NOTHING I CAN DO! I'M A PHYSICIAN, DR. OCTAVIUS... NOT A *PSYCHIATRIST!*

BEHIND HIS SHADED LENSES, THE EYES OF DOCTOR OCTOPUS NARROW MENACINGLY!

SLIDING HIMSELF SILENTLY FROM HIS COT, HE MENTALLY COMMUNICATES INSTRUCTIONS TO HIS THREE REMAINING MECHANICAL ARMS...

...AND ONLY THEN DOES THE ASTONISHED PHYSICIAN SUSPECT THAT HE MAY HAVE SPOKEN HIS MIND TOO FREELY!

WHAT IN--? OH, NO!

YOU WERE SUGGESTING SOMETHING, PILL-PUSHER? THAT PERHAPS THE PAIN I FEEL AT THE LOSS OF MY LIMB IS ILLUSORY?

LIAR! BETTER MEN THAN YOU HAVE CALLED ME *MAD* --AND THEY HAVE PAID FOR THAT AFFRONT AS *YOU* SHALL PAY!

THAT PERHAPS THE GREAT OTTO OCTAVIUS IS NOT QUITE *RIGHT* IN THE HEAD?

PHYSICIAN, *HEAL THYSELF!!*

N-NO, DOCTOR OCTOPUS! I--I NEVER--!

YAAAGHHHHH!

KRUMP!

BAH! I HAVE WASTED ENOUGH TIME ON THAT MEDICAL MEDIOCRITY! THE ***PLAN*** MUST GO FORWARD! NO ONE SUSPECTS, SINCE RECOVERING THE DOCUMENTS STOLEN FROM ME BY THAT FOOL, RYAN--*

--THAT DR. OCTOPUS IS ABOUT TO PULL THE CRIME-COUP OF THE CENTURY!

WHAT ABOUT YOUR MISSIN' ***ARM***, DOC?

*SEE AMAZING SPIDER-MAN ANNUAL #13 -- AL.

I WILL TRIUMPH OVER MY PAIN! EVEN NOW, I BEND MY AWESOME WILLPOWER TO THE TASK OF SUMMONING MY LOST APPENDAGE.

IF IT SURVIVED MY ENCOUNTER WITH SPIDER-MAN INTACT, IT ***MUST*** RETURN TO ME!

THEN, EVEN AS THE WORLD CRINGES FROM ME IN HORROR, I WILL SET ASIDE A MOMENT--

--TO TEAR ***SPIDER-MAN*** LIMB-FROM-LIMB!

THE FOLLOWING MORNING, ON THE STEPS OF EMPIRE STATE UNIVERSITY'S PHYSICS BUILDING, A TIRED PETER PARKER FINDS HIMSELF ACCOSTED BY FELLOW GRADUATE STUDENT, MARCY KANE.

PETER, MAY I TALK WITH YOU FOR A MINUTE? I-I'D LIKE TO APOLOGIZE.

FOR WHAT, LADY? I'M THE ONE EVERY-BODY SAYS TURNED CHICKEN DURING THE ATTACK ON THE ESU CAMPUS BY ***SWARM***, THE BEE-MAN.*

I-WE WERE WRONG TO BLAME YOU FOR COUNSELLING CAUTION, PETE. MAYBE DR. SLOAN'S SUPER-REPELLANT WOULD'VE STOPPED SWARM, BUT IT'S POSSIBLE STUDENT LIVES WOULD'VE BEEN LOST IN THE ATTEMPT.

WE SHOULD'VE WAITED-- GIVEN THE REPELLANT TO THE FANTASTIC FOUR TO USE!

BUT THEY NEVER SHOWED UP, DID THEY? AND, THE WAY I HEAR IT, EVEN SPIDER-MAN WAS AFRAID TO TACKLE SWARM, ALONE!

BUT THAT DIDN'T STOP YOU FROM NICKNAMING ***ME*** "PANTYWAIST PARKER", DID IT, MS. KANE?

*SEE SPECTACULAR SPIDER-MAN #37 --AL.

PETER, I-I'M TRYING TO FIND A WAY TO APOLOGIZE--

AND SAYING YOU'RE SORRY IS SUPPOSED TO MAKE EVERYTHING JUST PEACHY, HUH?

FORGET IT, LADY! THE BARB'S SUNK IN WAY TOO DEEP!

I DON'T KNOW WHY, BUT YOU'VE BEEN RIDING ME, ABOUT WHAT YOU SEE AS MY LACK OF COMMITMENT TO MY STUDIES SINCE I BEGAN GRADUATE WORK! WHAT IS IT WITH YOU, ANYWAY?

IT'S JUST THAT I HATE TO SEE NATURAL TALENT WASTED, PETER!

I'VE SEEN YOUR UNDERGRADUATE TRANSCRIPTS. YOU ARE A POTENTIALLY BRILLIANT BIOPHYSICIST...

--BUT, INSTEAD OF APPLYING YOURSELF TO YOUR SCHOOLWORK, YOU SEEM TO REVEL IN TAKING CRIME PHOTOS FOR THE DAILY GLOBE!

HOW WOULD YOU SUGGEST I EARN MY MONEY, MARCY?

YOU GET A STIPEND FOR ASSISTANT TEACHING, JUST LIKE I DO!

WITH THE BILLS I'LL HAVE FOR MY AUNT'S FUNERAL, THAT BARELY KEEPS ME IN ***MEALS!***

OH, PETER, I'M SORRY... I DIDN'T MEAN...

YEAH? TELL ME ABOUT IT, SOMETIME!

WHAT ARE YOU, ANYWAY? MY GUIDANCE COUNSELLOR?

EXCUSE ME, MS. KANE, BUT I'VE GOTTA SPLIT!

AND WATCHING FROM HIS OFFICE, DR. MORRIS SLOAN, HEAD OF THE PHYSICS DEPARTMENT, THINKS SAGELY TO HIMSELF...

THERE SEEMS TO BE FAR MORE THAN MERE CONCERN FOR A TALENTED STUDENT IN MS. KANE'S ATTITUDE TOWARDS YOUNG PARKER.

I WONDER IF SHE'S AWARE OF THAT FACT HERSELF?

WHY DID I CUT MARCY DOWN LIKE THAT?

SHE WAS OBVIOUSLY MAKING AN EFFORT TO UNDERSTAND ME.

BUT MAYBE THAT'S IT. MAYBE I DON'T ***WANT*** TO BE UNDERSTOOD.

AFTER ALL, HOW DO I EXPLAIN THAT MY SLIPPING GRADES AND MY ATTITUDE TOWARDS PEOPLE WHO TRY TO GET CLOSE TO ME--

--ARE BOTH RELATED TO THE FACT THAT I SPEND MY NIGHTS SWINGING OVER THE CITY AS THE SPECTACULAR ***SPIDER-MAN***?!

THAT'S ONE FOR THE SHRINKS TO PONDER.

BUT, MEANWHILE, I'VE GOTTA PLAY BOY-SCIENTIST AND ANALYZE DOC OCK'S SEVERED HYDRAULIC ARM FOR SOME CLUE AS TO HIS WHEREABOUTS!

FIRST, I'LL RUN A CHECK FOR TRACE RADIATION LEVELS!

BUT IS THIS, AS MARCY SAYS, JUST ANOTHER "WASTE" OF MY TALENTS?

ALL MY LIFE I'VE WANTED TO BE A SCIENTIST--

--YET, INSTEAD OF DOING RESEARCH TO BENEFIT HUMANITY, I SPEND MY TIME INVENTING WAYS TO COMBAT MANIACAL SUPER-VILLAINS.

BUT, IF RIDDING THE WORLD OF DOC OCK ISN'T A BENEFIT, THEN I DON'T KNOW WHAT IS!

RADIATION SPECTROMETER ON.

NOW TO LINK IN THE COMPUTER.

IF MARCY COULD SEE ME NOW.

BUT, AS THE INTROSPECTIVE GRADUATE STUDENT CROSSES THE ROOM...

HUH? SPIDER-SENSE TINGLING?

SUFFERIN' SPIDERWEBS! IT CAN ONLY BE REACTING TO A THREAT FROM DOC OCK'S--

--ARM.

THWAM!

UNHH! DOC OCK'S ARM--MOVING BY ITSELF! IT CLIPPED ME GOOD!

GOTTA HIT IT WITH MY-- OH, NO!

I INSTINCTIVELY WENT FOR MY WEB-SHOOTERS, BUT THEY'RE CLIPPED TO THE CARTRIDGE BELT OF MY SPIDEY COSTUME--

--*UNDER* MY STREET CLOTHES!

AND OCK'S ARM IS STRIKING OUT AT ME AGAIN!

DOC OCK *MUST* BE GUIDING IT MENTALLY FROM AFAR.

I'VE GOTTA MOVE FAST, EXTRACT A WEB-FLUID REFILL FROM MY CARTRIDGE BELT...

NO TIME TO SLIP IT ON MY WRIST! GOTTA HAND-HOLD IT--

--AND *FIRE!*

THWP

...AND INSERT IT INTO MY WEB-SHOOTER!

THE FINE, QUICK-SPREADING SPRAY ENMESHES THE WILDLY FLAILING TENTACLE IN A STICKY WEB...

...AND, SECONDS LATER, THE THRASHING ARM RELAPSES INTO MOTIONLESSNESS.

GOOD FIDO! HOLD STILL FOR UNCLE PETE, HUH?

NOT A PEEP OUT OF IT! WHY? DOES IT--OR DOC OCK--SENSE FURTHER STRUGGLING IS USELESS, OR...

...IS IT GETTING READY TO BURST OUT OF MY WEBBING?! CRIPES!

FRIIIP!

SWAM!

UNGHH! T-THE ARM'S SNAPPING TAUT, BATTING ME BACK--

--OUT THE WINDOW!

KRASH!

GRABBED THE LEDGE! I'VE GOTTA GET BACK IN BEFORE ANYONE SEES MY SPIDEY COSTUME PEEKING OUT FROM UNDER MY CLOTHES!

BUT I'VE ALSO GOT TO GET A *SPIDER-TRACER* ON DOC OCK'S ARM BEFORE IT SLITHERS AWAY INTO THE BUSHES!

THAK

THERE IT GOES, BUT THERE'S NO NEED TO ANALYZE IT FOR CLUES NOW!

WITH MY SPIDER-SENSE HOMING IN ON MY SPIDER-TRACER, THE ARM WILL LEAD ME RIGHT TO DOCK OCK!

KNOCK KNOCK

OH, NO! I SHOULD'VE KNOWN ALL THE RUCKUS IN HERE WOULDN'T GO UN-NOTICED!

PETER, I HEARD-- SWEET HEAVEN!

JUST MY LUCK! MARCY'S ALREADY CRITICAL OF ME!

THIS'LL JUST ADD MORE FUEL TO THE FIRE!

AN-- ER-- EXPERIMENT *GOT AWAY* FROM ME!

GOT AWAY? OUT THE WINDOW?

UH, NO! THAT IS-- UH...

HOPELESS, PARKER! HOPELESS!

SHORTLY...

MARCY DIDN'T BELIEVE ME, BUT AT LEAST--

--I GOT RID OF HER SO I COULD PICK UP THE TRAIL OF DOCTOR OCTOPUS' ANIMATED APPENDAGE!

THE SIGNAL FROM MY SPIDER-TRACER IS STEADY, BUT WEAK--AS IF THE ARM WERE TRAVELING *BELOW* THE STREET!

SURE, THAT'S IT! THE ARM MUST BE SLITHERING THROUGH THE CITY SEWERS OR THE SUBWAY SYSTEM!

BUT WHAT'S IMPORTANT IS THE DIRECTION IT'S SLINKING!

TOWARDS THE EAST RIVER!

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WHY NOT? WITH ALL THE POLLUTION I'M SURE THE RIVER BOTTOM'S SEEN WEIRDER SIGHTS THAN LOST LIVING LIMBS!

BUT SINCE I DON'T RELISH A SWIM, I'D BETTER HITCH A RIDE UPRIVER ON THE FIRST PASSING TUG!

LOOKS LIKE "LI'L TOOT" HERE, JUST GOT NOMINATED!

THE TUGBOAT CHUGS STEADILY NORTHWARD, CARRYING ITS CLINGING PASSENGER TOWARDS...

HELL GATE CHANNEL-- A GRAVEYARD FOR SHIPS CAUGHT IN THE TREACHEROUS CURRENT AND LEFT TO ROT.

THE TRACER-SIGNAL SEEMS TO BE COMING FROM THAT HALF-SUBMERGED OIL TANKER!

SO DIS MUS' BE DA PLACE!

WHICH EITHER MEANS DOC OCK'S GOT LOUSY TASTE IN HIDEOUTS, OR HIS HOMEBOUND ARM IS SERIOUSLY LOST!

AH, THERE'S THE SLINKY BEGGAR, WITH MY SPIDER-TRACER STILL FIRMLY ADHERED AND TRANSMITTING!

BUT WHY ISN'T IT MOVING? IT ALMOST LOOKS--

--HOLLOW! HOLY CRUD, A DECOY!! THE OLDEST TRICK IN THE BOOK--

--AND I *FELL* FOR IT! DOC OCK'S REAL ARMS--ALL *FOUR* OF 'EM--SNAKING OUT AT ME FROM THE TANKER'S HOLD!

I'VE BEEN SUCKERED, AND NOW I'M *TRAPPED* IN THE *TENTACLES* OF *DR. OCTOPUS!!*

A TRAP, MY WORRISOME WALL-CRAWLER, FROM WHICH YOU WILL *NOT ESCAPE!*

BOSS, REMEMBER HIS SPIDER-POWERS! YOU WANT US TO DRILL HIM?

STAY BACK, YOU MISBEGOTTEN MISANTHROPES! SPIDER-MAN IS MINE!

FOR YEARS I HAVE SUFFERED THE ARACHNID'S ANNOYING INTERFERENCE IN MY SCHEMES! YEARS, I TELL YOU!

HAS IT BEEN THAT LONG, DOC? GEE, TO ME THE MEMORY OF YOUR UGLY KISSER IS SO VIVID, IT SEEMS LIKE ONLY YESTERDAY THAT I LAST SET EYES ON IT!

MOCKING MORON!

UNNGH!

NEVER HEARD DOC OCK SO SHRILL, SO MANIACAL! THE PAIN OF LOSING HIS ARM MUST HAVE PUSHED HIM OVER THE DEEP END!

BUT, IF ANYTHING, IT'S ALSO MADE HIM FAR MORE DEADLY!

WHERE IS YOUR WITTY REPARTEE NOW, WALL-CRAWLER?

YOU REMAIN SILENT? CAN IT BE THAT *FEAR* HAS MADE YOU SWALLOW YOUR SARCASM?

SURE, WHY NOT? THAT'S AS GOOD AN EXPLANATION AS ANY...

...IF IT BUYS ME A FEW SECONDS TO RECOVER BEFORE OCK ATTACKS AGAIN!

COME, WEB-SLINGER! RISE! FIGHT! DON'T MAKE MY VICTORY AN *EASY* ONE!

THWIP

OKAY, DOC, I WON'T!

EH? YOU WERE ONLY FEIGNING WEAKNESS?

DOC, HE WAS PLAYIN' POSSUM!

THAT'S WHAT I JUST SAID, YOU CRETIN!

EDUCATED GANG OF GOONS YOU'VE GOT THERE, DOC. WHICH MAKES ME WONDER HOW *RYAN* GOT THE IDEA OF BETRAYING YOU AND STEALING YOUR PLANS!

RYAN PAID FOR HIS TREACHERY, WALL-CRAWLER...

...AS YOU SHALL PAY FOR YOUR INSOLENCE!

SORRY, GOGGLE-EYES! I'M FLAT BROKE THIS WEEK!

BUT I'LL GLADLY PAY YOU TUESDAY FOR A PEEK AT THOSE PLANS TODAY!

LOOK OUT, HE'S SWINGING--!

WHOM

YOU WILL GLEAN MY INTENTIONS WHEN THE REST OF THE WORLD DOES, ARACHNID-- WHEN IT IS FAR TOO LATE TO ALTER THEM!

HMM! SOUNDS SERIOUS, DOC! BUT TELL ME SOMETHING--

--IF YOUR SCHEME THIS TIME IS TO TAKE OVER THE WORLD, WHAT DO YOU PLAN ON DOING WITH IT ONCE YOU'VE GOT IT?

TURN IT INTO AN AMUSEMENT PARK? OR WRITE IT OFF AS A TAX DEDUCTION? *UNGHH!*

OKAY! I WAS JUST ASKING! NO NEED TO GET DEFENSIVE!

I SURE WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND!

UNLESS I START FIGHTING BACK, DOC OCK'LL POUND ME TO SPIDER-PULP!

THE SPECTACULAR SPIDER-MAN! BAH!

YOU ARE A PITIFUL WEAKLING, LIKE ALL THE REST!

YEAH, ESPECIALLY WHEN I PLAY HUMAN PUNCHING BAG, HOPING THE DOC'LL SLIP AND REVEAL HIS PLANS!

BUT THERE ARE LIMITS TO WHAT EVEN A ***SPIDER-MAN*** WILL TAKE IN THE LINE OF DUTY, OCTOPUS! ***DEFINITE*** LIMITS!

WHAP!

BOSS!

STAY BACK! IF THAT WAS THE WALL-CRAWLER'S BEST SHOT--

--THEN THIS CONTEST WILL BE FINISHED FAR SOONER THAN I'D ANTICIPATED!

BLAST! HIS FLAILING ARMS KEEP ME OFF BALANCE!

I PACKED ALL MY POWER INTO THAT PUNCH--

--YET ONLY MANAGED TO STRIKE DOC OCK A GLANCING BLOW!

BUT I'VE GOT TO MAKE HIM SO ANGRY THAT HE SLIPS AND REVEALS THE DETAILS OF HIS PLAN!

HERE'S MUD IN YOUR EYE, DOC!

THWAP!

THAT PUERILE PRANK AGAIN, SPIDER-MAN?

HAVE YOU SO SOON FORGOTTEN THE ***NON-STICK SOLUTION*** WITH WHICH I'VE COATED MY PROTECTIVE LENSES?

NOT ME, DOC! A SPIDER NEVER FORGETS!

THWIP!

I JUST WANTED YOU MOMENTARILY SIGHTLESS WHILST I WEBBED YOUR WIDGETS TOGETHER!

SNAP!

IMBECILE! THE TIME WHEN YOUR WEBBING POSED ANY THREAT TO ME IS PAST!

YOU FACE A FOE AT THE VERY PINNACLE OF HIS POWER, WEB-SLINGER!

GREAT! I CAN'T WAIT TO HEAR THE CRASH WHEN I TOPPLE YOU OFF THAT PINNACLE, DOC!

BOSS, I GOT A BEAD ON HIM!

HE'S MAD, NOW-- MAD ENOUGH TO ***MURDER!*** MAYBE MAD ENOUGH TO SLIP UP AND BLURT OUT WHAT I NEED TO KNOW! BUT I'VE GOTTA GET HIM AWAY FROM HIS GOONS!

HOLD YOUR FIRE! THERE IS NOWHERE HE CAN FLEE!

FLEE, SHMEE! YOU'RE A LOT OLDER THAN I AM, DOC! I PLAN ON EXHAUSTING YOU INTO SUBMISSION!

FAT CHANCE! OCK'S ONE GERIATRIC WHO COULD PLACE IN THE OLYMPICS!

AND I MAY HAVE OUT-SMARTED MYSELF, COMING DOWN HERE!

IN THE CONFINED SPACE OF THE TANKER'S HOLD, THE ADVANTAGE IS ALL OCK'S!

WERE I A VILLAIN IN SOME MINDLESS MELODRAMA, I WOULD CACKLE: "TRAPPED YOU AT LAST, SPIDER-MAN!"

AS IT IS, I WILL BE SUPREMELY CONTENT WITH SIMPLY SMASHING YOU!

GNGG! IT ALL COMES BACK TO ME!

I FOUGHT DOC OCK ON BOARD A SHIP ONCE BEFORE!

AND HE ALMOST BEAT ME THEN!

HUH? SHOOTING FROM YOUR TENTACLES--*INK*?!

NO, AN INK-LIKE *GAS*, ARACHNID!

SOK!

MY SPECIALLY TREATED LENSES ENABLE ME TO SEE! YOU, ALAS, ARE FAR LESS FORTUNATE!

IT'S A GOOD THING OCK DOESN'T KNOW ABOUT MY SPIDER-SENSE! I CAN PIN-POINT HIS EVERY--OOF-- *ALMOST* EVERY MOVE!

STILL, IT'S NOT THE MOST SECURE FEELING IN THE WORLD, BEING WITH-IN REACH OF HIS GRASPING GRABBERS! GOTTA LEAP--!

HUH?! THE TANKER'S HULL --COVERED WITH A SLICK FILM OF *OIL*?!

THE OIL'S CANCELING OUT MY ABILITY TO CLING TO ANY SURFACE!

I-I'M SLIPPING!

RIGHT INTO THE WAITING ARMS OF DR. OCTOPUS!

NOT ON YOUR LIFE! MAYBE I CAN'T CLING--

--BUT I CAN STILL *LEAP!*

NO GOOD! I WASN'T STABILIZED ON THE OIL-SLICK WALL! I'M OFF BALANCE!

SAILING RIGHT INTO DOC OCK'S PUNCH!

SWAM

UNLIKE YOU, SPIDER-MAN, MY ARMS HELP ME MAINTAIN MY STANCE ON EVEN THIS SLIPPERY SURFACE BY ANCHORING ME TO THE HULL WALL!

HA-HA HA

HA-HA HA HA HA HA

LEAVING ME FREE TO EMPLOY MY OWN, NOT INCONSIDERABLE STRENGTH, TO PULVERIZE YOU WHILE YOU STRUGGLE FUTILELY TO REGAIN YOUR FOOTING.

H-HE'S RIGHT! CAN'T GET AWAY FROM HIS FLAILING FISTS...

HA HA HA HA

WHILE, UP ON DECK...

GEEZ! WILLYA LISTEN TO THAT?

WHEN THE BOSS LAUGHS LIKE THAT, YOU KNOW IT'S CURTAINS FOR SOMEBODY!

HA HA HA HA

HE'S PROBABLY MAKING HAMBURGER HELPER OUT OF THE WALL-CRAWLER!

I'D SURE HATE TO BE ON THE RECEIVING END WHEN DOC OCK'S ANGRY!

HEY! THE LAUGHTER'S STOPPED! WHAT-- ?

THWAM!

SPIDER-MAN!!

OR WHAT'S LEFT OF HIM! THE WEB-SPINNER WAS DEFEATED ONCE HE ALLOWED HIMSELF TO BE HERDED INTO THE BELLY OF THE TANKER!

UNABLE TO CLING TO THE WALLS AND CEILINGS IN THAT CONFINED SPACE--

--IT WAS ONLY A MATTER OF TIME BEFORE HE FELL TO MY ARTIFICIAL APPENDAGES!

BUT HE'S STILL ALIVE, DOC! LEMME PLUG HIM!

NO! A BULLET WOULD BE TOO SWIFT, TOO MERCIFUL!

I PREFER MY ENEMY'S DEMISE TO BE SLOW, AGONIZING, UTTERLY IGNOBLE!

LIMP AND SENSELESS, SPIDER-MAN DANGLES OVER THE ICY WATERS OF THE EAST RIVER, THE HYDRAULIC ARMS OF DR. OCTOPUS SUSPENDING HIM BETWEEN LIFE AND DEATH!

UNTIL HE IS, AT LAST, UNCEREMONIOUSLY RELEASED!

SPLASH!

NOW I AM FINALLY RID OF MY ONLY STUMBLING BLOCK ON THE PATH TO GREATNESS! FAREWELL, WALL-CRAWLER!

THINK OF ME AS YOUR AGONIZED LUNGS FILL WITH WATER--AS YOU TWIST SLOWLY, SLOWLY WITH THE CURRENT!

AS YOU DROWN LIKE THE VERMIN YOU ARE! HMMM! HE DOESN'T SEEM TO BE LISTENING ANY LONGER!

NO MATTER! THERE WILL BE OTHER AUDIENCES IN THE NEAR FUTURE WHO WILL HARKEN TO THE WORDS OF OTTO OCTAVIUS WITH FEAR AND TREMBLING!

AH, THERE IS MY *OCTOSPHERE*, SURFACING RIGHT ON SCHEDULE! AND A PRETTIER SUBMERSIBLE WAS NEVER DESIGNED, IF I DO SAY SO MYSELF!

SHE SURE IS A WORK OF ART, DOC!

SHE IS FAR MORE THAN MERELY ESTHETICALLY PLEASING, DOLT! THE OCTOSPHERE IS COMPLETELY UTILITARIAN!

AND TODAY SHE SHALL PROVE HER VALUE AS WE UNDERTAKE THE MOST ASTONISHING ACT OF PIRACY OF THE TWENTIETH CENTURY!

SUBMERGE, DOLTS!

SPLASH!

BUT EVEN AS THE OCTOSPHERE SINKS BELOW THE SURFACE...

...A GHASTLY REMINDER OF DOCTOR OCTOPUS' EVIL RISES FROM THE FETID DEPTHS AND CLAWS TORTUROUSLY FOR...

...AIR! I-I NEVER KNEW IT COULD SMELL SO SWEET!

UNNH! I FEEL LIKE I'VE BEEN THROUGH A GRAVEL-CRUSHER!

I HURT EVERY TIME I MOVE-- BUT I'VE GOTTA DO SOMETHING OR THE CURRENT'LL SWEEP ME OUT TO *SEA!*

I-IF I CAN ONLY ADHERE MY WEBBING TO THOSE ROTTING PILINGS--? N-NO GOOD! I-I MISSED BY A MILE!

A-AND I'M JUST TOO TIRED TO FIGHT ANYMORE!

EXHAUSTED, THE WEB-SLINGER IS BORNE STEADILY DOWNRIVER...

--AND BRING HIM ABOARD! IT *IS* SPIDER-MAN--OR SOMEONE SENSELESS ENOUGH TO DRESS UP LIKE HIM AND GO SWIMMING IN THE RIVER!

U-U-UNNGH!

...UNTIL-- CAPTAIN, WE'VE GOT A FLOATER! IT- IT LOOKS LIKE...*SPIDER-MAN!!*

DON'T JUST STAND THERE GAWKING MAN! GET A *GRAPPLE* ON HIM--

HEAR THAT? HE MAY BE WATER-LOGGED, BUT HE'S ALIVE!

W-WHERE AM I?

ABOARD THE U.S. COAST GUARD CUTTER "DOLPHIN", WALL-CRAWLER, AND IN TROUBLE UP TO YOUR EARS!

NOW, MAYBE YOU'D LIKE TO EXPLAIN WHAT YOU WERE DOING DROWNING IN A *RESTRICTED AREA*?!

HUH?

LISTEN, I DIDN'T PLAN ON DROWNING ANYWHERE! BESIDES, HOW CAN YOU *RESTRICT* THE EAST RIVER?!!

NOT *ALL* OF IT, MASKED MAN! JUST THE WATERS OFF THE BROOKLYN NAVY YARD--

--WHERE THE PENTAGON IS GETTING READY TO TEST THEIR NEW, ULTRA-SECRET *ATOMIC SUB!*

THHJP

SO *THAT'S* DOC OCK'S PLAN!

HEY! WHAT DO YOU THINK YOU'RE--?!

DOING, CAPTAIN? I'M DISEMBARKING!

THANKS FOR THE RIDE! MAYBE I'LL SEE YOU AT THE NAVY YARD!

PTOW

POW!

STOP! YOU CAN'T JUST SWING OFF! YOU'RE UNDER ARREST!

HE'S GONE-- WEBBED ONTO THE UNDERSIDE OF THE WILLIAMSBURG BRIDGE AND SWUNG OVER TO THE BROOKLYN SIDE OF THE RIVER!

ALERT THE NAVY YARD TO BE PREPARED FOR TROUBLE, LIEUTENANT! TROUBLE WEARING THE RED AND BLUE COSTUME OF... *SPIDER-MAN!*

AYE-AYE, SIR!

BUT IF THAT COAST GUARD CAPTAIN COULD READ OUR WEB-SLINGER'S MIND AT THIS MOMENT, HE MIGHT CONSIDER WITHDRAWING HIS ORDER.

IT ALL FITS NOW-- LIKE THE PIECES OF A PUZZLE! RYAN'S BETRAYAL AND THEFT OF OCK'S PLANS, THAT FEDERAL AGENT'S APPEARING ON THE SCENE, OCK'S STOMPING ME ABOARD A WATER-BASED HIDEOUT...

...AND THAT COAST GUARDSMAN'S SLIP ABOUT THE NEW *ATOMIC SUBMARINE* BEING DOCKED HERE AT THE BROOKLYN NAVY YARD!

I SHUDDER TO THINK WHAT DOC OCK WOULD DO WITH THE NUCLEAR ARSENAL OF AN ATOMIC SUB AT HIS DISPOSAL--BUT EVERYTHING HE'S DONE SO FAR POINTS TO EXACTLY THAT AS HIS GOAL!

HE COULD REWRITE THE RULES FOR *INTERNATIONAL BLACKMAIL* JUST FOR STARTERS!

LOOK! IT'S *SPIDER-MAN!* WE WERE WARNED HE WAS ON HIS WAY!

GEE! AND I WAS HOPING TO SURPRISE YOU!

THIP THIP

HEADS UP, GUYS! I HATE TO MAKE A *MESH* OF THINGS--

--BUT IT'S THE ONLY WAY TO GET YOU OFF MY BACK!

HE'S SNARED HALF THE DOCK PATROL WITH HIS WEBBING!

ONLY HALF? I MUST BE GETTING SLOPPY!

TSK! DON'T YOU KNOW IT'S IMPOLITE TO POINT FIRE-ARMS AT PEOPLE? THEY MIGHT ACCIDENTALLY GO OFF!

FWAK!

IT SURE WOULD BE NICE TO BE ABLE TO WAVE A WHITE FLAG AND EXPLAIN THE DANGER TO THESE OVERZEALOUS, OVERAGE BOY SCOUTS...

...BUT IF I KNOW DOC OCK, THERE JUST ISN'T TIME!

HE'S HEADING FOR THE ATOMIC SUB! THEN WHAT THEY SAY ABOUT HIM IS TRUE!

HE'S NOT ONLY A CRIMINAL -- HE'S A *SPY!*

SWELL! JUST LET J. JONAH JAMESON GET WIND OF *THAT* AND I'LL BE PILLORIED IN EVERY HEADLINE FROM COAST-TO-COAST!

SPY, MY EYE, SOLDIER BOY!

I'M AS MUCH A TRUE-BLUE AMERICAN AS YOU ARE!

IT'S JUST THAT OUR METHODS DIFFER IS ALL!

HE-HE MOVES SO FAST I CAN'T DRAW A BEAD ON HIM!

BUT SUDDENLY THE BATTLE ON THE DOCK TAKES A BACKSEAT TO THE ARRIVAL OF...

DOCTOR OCTOPUS! HE'S HERE!!

HUH? ARE SPIDEY AND DOC OCK IN THIS TOGETHER?!

SPIDER-MAN? ALIVE?! YOU AMAZE ME, MY FRIEND! YOU SEEM TO HAVE MORE LIVES THAN THE PROVERBIAL CAT!

YEAH, BUT I'M NOT AS PRETTY AS THE *CAT* IS, OCK!

EH?

FORGET IT! PRIVATE JOKE!

THERE IS NO TIME LEFT FOR HUMOR, WALL-CRAWLER!

I HAVE PLANNED FOR MONTHS TO TAKE THIS ATOMIC SUBMARINE! NOT ONE ELEMENT WAS LEFT TO CHANCE!

EVEN YOU WERE PLANNED FOR, SPIDER-MAN! AND, THOUGH YOU PROVED MORE UNPREDICTABLE THAN I WOULD HAVE SUPPOSED, NOT EVEN YOU WILL STAND IN MY WAY TO POWER UNLIMITED!

GOOD SPEECH, DOC. I HOPE THEY MAKE YOU PRISON VALEDICTORIAN!

OCTOPUS ATTACKING SPIDER-MAN? THEN THEY'RE *NOT* IN CAHOOTS?!?

WE GOT ENOUGH WORRIES WITHOUT FIGURING THAT ONE OUT, SOLDIER!

PRISON?! FOOL! NEVER AGAIN WILL OTTO OCTAVIUS ALLOW HIMSELF TO BE INCARCERATED!

WITH THIS ATOMIC SUBMARINE IN MY HANDS--

UNGHH!

--ALL THE WORLD WILL BE A PRISON, AND IT WILL BE DOCTOR OCTOPUS WHO HOLDS THE KEYS! BOARD THE SUB, MY LACKEYS!

NO ONE CAN STOP US NOW!

NO! HE SHRUGGED ME OFF LIKE I WAS NOTHING--

--AND HE'S GETTING AWAY WITH THE MOST POWERFUL NEW WEAPON IN AMERICA'S NUCLEAR ARSENAL!

UNLESS HE'S STOPPED, NO ONE WILL BREATHE FREE-- NO ONE WILL BE SAFE!

THERE'S NO CHOICE, THEN! DOC OCK MAY BE ABLE TO MOP UP THE FLOOR WITH ME--

--BUT IF HE WANTS TO STOP ME THIS TIME--HE'LL HAVE TO *KILL* ME!

JUST HAD TIME TO INHALE A FEW MINUTES' WORTH OF AIR!

I-I'VE GOT TO MAKE EVERY SECOND COUNT... STRAIN LIKE I'VE NEVER STRAINED BEFORE!

FIGHT NOT ONLY THE PRESSURE, BUT MY OWN SCREAMING LUNGS!

B-BUT WHATEVER THE ODDS, I'VE GOT TO... *TRIUMPH!*

PWOOSH!!

THE HATCH TORN AWAY, THE RIVER FLOODS THE DIVING SUBMARINE!

CARRYING IN WITH IT, AMONG OTHER FLOTSAM AND JETSAM...

SPIDER-MAN!!

THAT'S RIGHT, CLOWNS!

I CAME BACK--BUT I CAN'T SAY I'M GLAD I DID!

BRATATAT

DRILL HIM, BEFORE--! GLUB!

WHILE MONITORING THE BATTLE FROM THE SUB-MARINE'S BRIDGE...

CURSE THAT ARACHNID! HE'S BREACHED THE HULL! WE'RE TAKING ON WATER!

WHATSAMATTER, GUNSEL? AFRAID OF CATCHING FOOT-IN-MOUTH DISEASE?

CHOK!

WHY DON'T YOU JUST ABANDON SHIP WITH THE REST OF YOUR BUDDIES--

--AND LET ME GET TO DOC OCK? UH-OH!

OCK'S DROPPING THE SUB'S SEAWALLS, TRYING TO TRAP ME IN THIS FLOODED COMPARTMENT!

DOC OCK SEEMS TO BE LIMITING HIS REPERTOIRE TO MURDER-BY-DROWNING TODAY!

BUT THE SUB'S SINKING STERN-FIRST--

--WHICH MEANS THERE MUST BE *AIR* TRAPPED UP ON THE BRIDGE, WHERE DR. OCTOPUS IS!

SO I GUESS I'LL JUST SWIM ON UP AND JOIN HIM!

HIYA, DOC--LONG TIME, NO SEE! I CAME TO PREVENT YOU FROM PULLING A JOHN PAUL JONES NUMBER-- Y'KNOW, GOING DOWN WITH THE SHIP?

ACCURSED ARACHNID! I AM NOT DEFEATED YET!

NO, BUT YOU'RE CLOSE ENOUGH TO IT THAT I THOUGHT WE COULD BEGIN NEGOTIATING YOUR SURRENDER!

FOOL! THE SUB'S NUCLEAR WARHEADS ARE STILL ARMED!

EVEN FROM THE BOTTOM OF THE SEA I CAN ISSUE DEMANDS-- DEMANDS BACKED UP BY THE THREAT OF ATOMIC DESTRUCTION!

AW, C'MON OCK! THAT'S BEING A SORE-LOSER! WHY DON'T YOU JUST GRACIOUSLY CONCEDE DEFEAT AND COME WITH ME?

NEVER!

DEFEAT MEANS IMPRISONMENT, HUMILIATION! I AM THE GREAT OTTO OCTAVIUS, SCIENTIFIC GENIUS WITHOUT PEER! I WILL NOT BE LAUGHED AT!

FINE! MAYBE YOU CAN PLEA-BARGAIN WITH THE DISTRICT ATTORNEY TO GET HIM TO GUARANTEE NO ONE'LL CHUCKLE!

BUT IN THE MEANTIME, DOC... WE'RE *SINKING!*

CRIPES! I'M NOT GETTING THROUGH TO HIM! HE'S RAGING-- BEYOND REASON! SO WHY AM I WASTING MY ENERGY?

UNLESS I GET OUT OF HERE SOON, THERE'LL BE TWO CORPSES ROTTING IN DAVY JONES'S LOCKER!

BUT IT DOESN'T LOOK AS IF DOC OCK IS GOING TO LET ME ABANDON SHIP! HE'S OUT FOR BLOOD NOW-- *MINE!*

YOU BROUGHT ME TO THIS PASS, WALL-CRAWLER! YOU HAVE EVER CHOSEN TO INTERFERE IN MY DESIGNS! YOU ALONE HAVE EVER THWARTED ME!

SAY, WOULD YOU BE WILLING TO PUT THAT IN A NOTE OF RECOMMENDATION, OCK?

MY SUPER-HERO RESUME HAS BEEN LOOKING A LITTLE THIN LATELY!

UNGHH! HE'S GOTTEN ONE OF HIS BLASTED HYDRAULIC ARMS AROUND MY CHEST! SQUEEZING THE AIR OUT OF MY LUNGS! I-I CAN FEEL MY RIBS STARTING TO CRACK...!

HEY! WAIT A MINUTE! THIS IS THE SAME ARM THAT GOT TORN OFF DURING OUR BATTLE AT THE CONSTRUCTION SITE!

I'M BETTING OCK HASN'T COMPLETELY RECOVERED FROM THE PAIN OF *THAT* SEPARATION YET!

CURSE YOU, WEB-SLINGER! WHAT DO YOU THINK YOU'RE--! *YEE-ARRGHH!*

WHAM!

MY ARM! *MY ARM!*

THE PAIN'S NOT IN OCK'S METAL ARM, BUT IN HIS SIDE, WHERE THE ARM IS GRAFTED TO HIS FLESH!

HE HURT US, MY PRETTY! SPIDER-MAN HURT US AGAIN!

GEEZ! HE'S *TALKING* TO HIS ARMS--AS IF THEY UNDERSTOOD HIM!

THAT SINKS IT! OCK'S TOO STRONG TO TAKE BY FORCE--AND EVERY SECOND I DELAY SLIMS *MY* CHANCES OF ESCAPE!

I'M SPLITTING, DOC! WE'RE BOTH GONNA DROWN IF THE SUB TAKES MUCH MORE WATER! GET OUT NOW--WHILE YOU CAN!

THE PAIN WILL PASS, MY PRETTIES! THEN WE'LL MAKE SPIDER-MAN PAY!

OH, *BROTHER!*

OCK WAS ONCE ONE OF OUR MOST BRILLIANT ATOMIC SCIENTISTS, UNTIL HE HAD AN ACCIDENT WHILE HANDLING RADIOACTIVE ISOTOPES. IT UNBALANCED HIS MIND! WHAT A WASTE!

BUT I'VE GOT *ME* TO WORRY ABOUT NOW--AND DROWNING AT THIS STAGE OF MY LIFE WOULD BE AN EVEN BIGGER WASTE!

YOU'RE NOT LEAVING US, SPIDER-MAN! YOU CAN'T HURT US AND JUST RUN AWAY!

OH NO, DOC? WELL...

... JUST **WATCH** ME!

GLAAAH!

SPLOOSH

THAT DOES IT! OPENING THAT BULKHEAD FLOODED THE BRIDGE! THERE'S NO AIR LEFT IN THE ATOMIC SUB NOW!

CAN'T EVEN SEE DOC OCK, AND THERE'S NO TIME TO SEARCH FOR HIM! I'VE GOT TO FORGET ABOUT HIM... CONCENTRATE ON GETTING OUT OF HERE!

BESIDES, DR. OCTOPUS CAN TAKE CARE OF HIMSELF!

SWIMMING FURIOUSLY AGAINST THE INRUSHING CURRENT, THE SPECTACULAR SPIDER-MAN RACES AGAINST TIME...

...AWARE THAT EVERY SECOND FURTHER DEBITS THE DWINDLING AIR IN HIS LUNGS!

GOT TO KEEP GOING! GOT TO FIND A WAY...

...OUT!

J-JUST A FEW MORE METERS AND I'LL MAKE IT TO THE SURFACE!

LUNGS NEAR BURSTING... FEEL LIKE I'M GOING TO PASS OUT!

BUT WHAT HAPPENED TO DOCTOR OCTOPUS?

THE ANSWER TO THAT QUESTION CAN BE FOUND BELOW THE RIVER'S SURFACE...

A-AIR POCKET!

M-MUST FILL MY LUNGS WITH PRECIOUS OXYGEN...

...AND ONCE AGAIN ATTEMPT, IN THIS UNDERSEA DARKNESS, TO FIND THE HATCHWAY THROUGH WHICH SPIDER-MAN ESCAPED! AH!

MY EVER-SEARCHING ARMS HAVE DISCOVERED IT! I MUST SWIM THROUGH!

BUT EVEN AS DR. OCTOPUS FEELS SALVATION WITHIN HIS GRASP...

CLANG!

NO! MY DAMAGED, CRIPPLED ARM DRAGGED BEHIND! IT'S CAUGHT IN THE HATCHWAY DOOR!

I'VE GOT TO EXTEND IT FURTHER THAN EVER BEFORE, TRY TO REACH THE SURFACE!

IT IS A MAD, DESPERATE ATTEMPT...

OCTOPUS!

NO USE... ARM ISN'T LONG ENOUGH!

IT'S DRAGGING ME --

--DOWN!

OCK'S GONE! NOT EVEN A RIPPLE TO MARK HIS PASSING!

AND I HAVEN'T THE STRENGTH TO TRY AND SAVE HIM.

FUNNY, HE'S BEEN MY DEADLIEST FOE FOR YEARS-- YET I CAN'T HELP FEELING SORRY IT ENDED THIS WAY!

BUT I'VE GOT WORRIES OF MY OWN -- LIKE EXPLAINING ALL THIS TO THE CREW OF THAT COAST GUARD RESCUE CUTTER BEARING DOWN ON ME...

...AND LIKE GETTING OUT OF THIS WET COSTUME AND INTO A WARM BED BEFORE I CATCH PNEUMONIA!

-FIN-

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the AMAZING SPIDER-MAN®

BATTLES THE UNDERWORLD ALONGSIDE... THE PUNISHER

TM

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MAN-HUNT!

WELL, THERE'S *ONE* THING YOU CAN ALWAYS SAY ABOUT THE BIG APPLE--

--THINGS *NEVER* GET DULL!

KRASH!

NEXT TIME YOU WANNA GET TO THE SIDEWALK FAST-- *USE THE ELEVATOR!*

SPIDER-MAN?!! THANK HEAVEN!

YOUR FRIENDS REALLY PLAY *ROUGH*, BUDDY.

WHO ARE THEY ANY-WAY-- THE PITTSBURGH STEELERS?

TH-THEY *THREW* ME OUTTA THE WINDOW!

LF627

MARV WOLFMAN
SCRIPT / EDITS
KEITH POLLARD
LAYOUTS
JIM MOONEY
INKS
JOE ROSEN, LETTERS
C. GAFFORD, COLORS
JIM SHOOTER CONSULTING EDITS

WITH HIS PROTESTING BUNDLE FIRMLY IN HAND, THE WONDROUS WALL-CRAWLER WEB-SLINGS BACK THROUGH THE SHATTERED WINDOW...

NO! DON'T BRING ME BACK INSIDE!

HOOBOY! I CAN SEE WHY!

IT'S A BLOODY *GANG WAR*-- ONLY THE GUY MAKING LIKE A ONE-MAN SAINT VALENTINE'S DAY MASSACRE IS THE *PUNISHER!*

OUT OF MY LINE OF FIRE, WALL-CRAWLER!

BLAM!

I'M ON A TIGHT *SCHEDULE*-- THERE ISN'T A MOMENT EXTRA I CAN WASTE!

OH, NO-- IT'S SPIDER-MAN!

NOW WE GOT *TWO* CREEPS TO WASTE!

BAM BAM

ACTUALLY, HANDSOME, I WAS ONLY HERE TAKING IN A LITTLE SIGHT-SEEING--

EVEN AS SPIDEY LUNGES FORWARD, HIS HAND REACHES FOR HIS HIDDEN *CAMERA*, AND ATTACHES IT SECRETLY TO THE NEARBY WALL...

IF HE'S GOING INTO ACTION AS SPIDER-MAN, HE MAY AS WELL MAKE SOME *CASH* AS PETER PARKER, BOY PHOTOGRAPHER...

KRAK!

--BUT SINCE YOU INVITED ME IN SO NICELY...

WOK!

...I THINK I'LL JOIN THIS LITTLE BROUHAHA!

AFTER ALL, I COULD *USE* SOME EXERCISE THROWING AROUND A PAIR OF DUMBBELLS LIKE YOU!

THUK

KROK!

I DIDN'T NEED ANY HELP STOPPING THESE PUNKS--

SPOK!

BAM

--BUT YOUR ASSISTANCE IS WELCOME NONETHELESS!

MAN, WHEN YOU PLAY, IT'S FOR *KEEPS!*

IF I WASN'T HERE, YOU'D HAVE *KILLED* THEM ALL.

THEY ARE MERELY *GOONS*... I'M AFTER THEIR *BOSS!*

AND *YOUR INTERFERENCE* MAY HAVE COST ME THE LEAD I NEED TO KEEP HIM BEHIND BARS.

JUST HOLD IT RIGHT THERE, MISTER-- I DON'T KNOW WHAT'S GOIN' ON, BUT YOU JUST *CAN'T* SHOOT APART EVERYONE WHO LOOKS *NASTY* AT YOU.

YOU AN' ME BETTER HAVE A *LONG TALK!*

I SAID I DON'T HAVE TIME TO WASTE, SPIDER-MAN.

I WON'T BE STOPPED BY *ANYONE--*

BLAM!

HEY! WHATTAYA DOIN'--!??

--AND THAT INCLUDES *YOU!*

"SO FAR, THIS TRIP TO NEW YORK HAS PROVEN A DISASTER...

"...BUT I SWORE THAT WOULD SOON CHANGE!

" WAR JOURNAL ENTRY NUMBER 517, CONCLUDED!

HOURS LATER...

UHHH... FEEL LIKE AN *ELEPHANT'S* BEEN DANCIN' ON MY HEAD... BUT AT LEAST I'M *ALIVE!*

THE PUNISHER MUST'VE SHOT ME WITH HIS *MERCY BULLETS--*

THAT MEANS THESE CREEPS PROBABLY AREN'T DEAD, EITHER.

OH WELL, BETTER CALL THE COPS THEN GET *HOME!*

SOON, AT PETER'S 410 CHELSEA STREET APARTMENT...

TWO MORE PRINTS THEN I BREAK FOR *LUNCH--* I'M *STARVING* TO DEATH.

AND...

MMMMMMM! JUST THE THING TO HIT THE SPOT!

NOW MY STOMACH WON'T BE *GROWLING* WHEN I SEE AUNT MAY THIS AFTERNOON.

I KNOW SHE *WORRIES* ABOUT HOW I EAT!

LATER, AT THE RESTWELL NURSING HOME...

...HARD TO BELIEVE IT'S BEEN A *MONTH*-- YOU LOOK SO *CHIPPER!*

I *FEEL* GOOD, PETER... THE REST HAS DONE ME *WONDERS.*

BESIDES, THAT NEW DOCTOR GOLD DOTES ON ME. HE'S SUCH A *SWEET* MAN.

AS WELL HE SHOULD BE, MRS. PARKER... YOU'RE A VERY SPECIAL WOMAN!

ROBBIE! HOW ARE YA?

MR. ROBERTSON, HOW SWEET OF YOU TO COME HERE.

NONSENSE, MY DEAR... IT'S A *PLEASURE* I NEVER THOUGHT I'D HAVE AGAIN. WE ALL THOUGHT YOU HAD...

...DIED? OH, I'M TOO *TENACIOUS* TO GO QUIETLY.

YOUR AUNT IS SOME LADY, PETER!

DON'T I KNOW IT, ROBBIE. HEY, HOW'VE YOU BEEN? I HAVEN'T SEEN YOU SINCE YOU *QUIT* THE BUGLE.

BEEN *WRITING* AGAIN... MAGAZINE ARTICLES AND THE LIKE.

PETER... HAVE YOU HEARD ABOUT JONAH?

THE OLD MAN EAT A *SHARK* OR SOMETHING?

I WISH IT WERE ONLY THAT... HE HAD A *NERVOUS BREAKDOWN.*

Y-YOU'RE KIDDING.

NO... I'M NOT.

FACT IS, I STOPPED HERE ON MY WAY TO *SEE* HIM.

I--I'VE GOT TO *GO* NOW. TAKE CARE, MRS. PARKER. YOU, TOO, PETER.

SAY HI TO JONAH FOR ME.

SHORTLY, AT BELLVILLE HOSPITAL...

I'M GLAD YOU CAME, JOE-- MAYBE *YOUR* PRESENCE WILL CHEER UP JONAH. MINE CERTAINLY DOESN'T.

I *DOUBT* THAT, MARLA. HE THINKS I'M A *TRAITOR* FOR QUITTING.

AHH, HERE'S HIS ROOM. C'MON IN.

JONAH, DEAR, IT'S ME, MARLA... I'VE BROUGHT ALONG A FRIEND...

HELLO, JONAH. IS THERE ANYTHING I CAN DO FOR YOU?

DO--? *DO--?*

I'LL *TELL* YOU WHAT YOU CAN DO, YOU FILTHY TRAITOR-- YOU CAN *GET OUT OF HERE!*

I NEVER WANT TO SEE *EITHER* OF YOU AGAIN! *GET OUT! GET OUT!!*

AND, AFTER MARLA MADISON AND JOE ROBERTSON LEAVE...

DR. WALTERS, MR. JAMESON HAS HAD ANOTHER *OUTBREAK*, SIR.

DON'T *PUSH* ME, MISTER. DO YOU KNOW WHO *I* AM?

MR. JAMESON... WHAT AM I EVER GOING TO DO WITH YOU. YOU'RE *UPSETTING* MY ENTIRE STAFF!

YOU'VE GOT TO HAVE MORE *PATIENCE!*

FOR THE $300 A DAY I'M SHELLING OUT, I'LL DO *ANYTHING* I FEEL LIKE!

NOW, I SUPPOSE YOU WANT ME TO CONTINUE MY STORY?

IF WE'RE TO MAKE *PROGRESS*...

PROGRESS-- *BALONEY!* ALL YOU CARE ABOUT IS MY *MONEY!*

:GRUMBLE: WHERE WAS I? OH, YES-- I WAS SHACKLED TO THAT CREEP, SPIDER-MAN-- THERE WAS A *BOMB* BETWEEN OUR WRISTS, AND HE WAS *UNCONSCIOUS!*

WELL, I REACHED OVER TO *RIP OFF* HIS STUPID MASK TO SEE WHO HE IS--

"--BUT THERE WAS THIS BIG, UGLY *COP* STANDING IN THE ALLEYWAY. HE DIDN'T SEE ME--

--BUT I COULDN'T TAKE ANY CHANCES-- THE COPS WANTED TO *QUARANTINE* US BOTH BECAUSE OF THAT BOMB. I PICKED UP THE WALL-CRAWLER AND *CARRIED* HIM AWAY. *

SPIDER-MAN! EVERYTIME I HEAR THAT NAME I HATE HIM EVEN *MORE!*

*AS SHOWN IN *SPIDER-MAN* #192. --MARV.

WHY? WHAT HAS HE EVER DONE TO--

LOOK! THERE HE IS-- HE'S AFTER ME!

HE'S COME TO GET ME!

CALM DOWN, MR. JAMESON--THERE'S NO SPIDER-MAN HERE.

NO! *NO!* I TELL YOU-- HE'S AFTER ME. HE WANTS TO *HURT* ME!

PLEASE... *LOOK* FOR YOURSELF, SEE? NO ONE HERE.

NO! HE'S COME TO GET ME, AND *YOU'RE* IN ON IT. EVERYONE IS AFTER ME!

ORDERLIES--

JAMESON'S ESCAPED-- *FIND HIM!*

HA! THERE THEY GO... BUT THEY WON'T FIND ME.

I'LL GET OUT OF HERE-- AND THEY'LL *NEVER* BE ABLE TO FIND ME AGAIN... NOT UNTIL IT'S TOO LATE!

MEANWHILE, OUTSIDE THE HOSPITAL...

WOW... ROBBIE WASN'T KIDDING... JJ'S POPPED HIS CORK!

AND, I GUESS, I'M *PARTIALLY* TO BLAME!

HECK, WHAT AM I THINKING ABOUT? I DIDN'T DRIVE JAMESON MAD -- HE DID THAT ALL BY HIS LONESOME!

HE PICKED *ME* TO BE HIS PERSONAL SCAPEGOAT-- I DIDN'T SEEK HIM OUT!

ALL I EVER WANTED WAS TO BE LEFT *ALONE!*

STILL, EVEN IF I *CAN'T* STAND THE OLD BIRD, I STILL HOPE HE GETS *BETTER!*

HE WAS A LOT MORE FUN TO SPAR WITH THAN BARNEY BUSHKIN AT THE GLOBE!

YEECHH! THAT MAN VIRTUALLY *SLOBBERS* ALL OVER ME!

AND, SPEAKING OF BUSHKIN AND THE DAILY GLOBE...

HERE'S SOME *PHOTOS* OF SPIDER-MAN AND THE PUNISHER, ALL READY FOR PAGE ONE.

INCREDIBLE! *INCREDIBLE!* YOU'RE AMAZING, LAD.

YOU TAKE PICS THE OTHER PHOTOGS WOULD SELL THEIR MOTHERS TO TAKE.

NO *WONDER* K.J. CLAYTON LOVES YA!

SAY, WHEN AM I EVER GOING TO MEET OUR MYSTERIOUS *PUBLISHER?*

MEET K.J.? *NOBODY* EVER MEETS K.J.-- *EVER!*

SURE SOUNDS LIKE A *WEIRD* GUY. THE HOWARD HUGHES OF THE NEWSPAPER SET.

UMMM... AHEM! AHH-- PETER... M'BOY, M'LAD-- I'VE GOT AN *ASSIGNMENT* RIGHT UP YOUR ALLEY. IT'S TOMORROW AFTERNOON, THE MUNICIPAL BUILDING.

YOU'LL WORK WITH APRIL, OF COURSE.

APRIL--?

AH, YES-- YOU TWO HAVEN'T MET, HAVE YOU? APRIL MAYE, MY NUMBER ONE REPORTER.

WE'VE MET, BARNEY... ONLY I DOUBT IF MR. PARKER WOULD REMEMBER. HE WAS MUCH TOO *BUSY* TO NOTICE I SAID HELLO.

WELL, WELL-- WHATEVER-- I'M SURE YOU TWO KIDS WILL GET ALONG FINE. NOW, GO... GO, AND BE *BRILLIANT!*

I... I DON'T *REMEMBER* MEETING YOU, APRIL. ARE YOU CERTAIN--?

POSITIVE, MR. PARKER. I DO *NOT* MAKE MISTAKES.

"WAR JOURNAL ENTRY NUMBER 518:

"SOMETIME TODAY LORENZO JACOBI WILL BE SPRUNG FROM PRISON--

"I INTEND TO MAKE CERTAIN THAT FILTH REMAINS BEHIND BARS FOR THE REST OF HIS TWISTED, PERVERTED LIFE.

"I OWE AT LEAST THAT MUCH TO MEHEMET...

"...AND TO EVERY OTHER POOR, DELUDED KID HIGH ON COKE AND POT.

"I MADE THAT PROMISE YEARS AGO. I INTEND TO KEEP IT TODAY!

"WAR JOURNAL ENTRY NUMBER 518-- CONTINUED:

"SPIDER-MAN PREVENTED ME FROM QUESTIONING JACOBI'S FIFTH-RATE DELIVERY BOYS. I THOUGHT I LOST A VALUABLE LEAD.

KOGAN

Walgreen D

"FOR ONCE, I WAS WRONG!

"A NEW LEAD PRESENTED ITSELF IN THE MOST UNLIKELY OF PLACES... THE FRONT PAGE OF A MAJOR NEW YORK NEWSPAPER...

"IT WAS A PHOTOGRAPH TAKEN WHERE NO PHOTOGRAPHERS WERE PRESENT.

"I DECIDED TO VISIT THE PHOTOGRAPHER IN QUESTION-- TO LEARN HOW THIS PARTICULAR PICTURE CAME INTO BEING.

GLOBE

OIL CRISIS

SPIDER-MAN AND PUNISHER BATTLE GANGLAND

"AT THE MOMENT ALL MY HOPES ARE PINNED ON A MAN NAMED PETER PARKER! I WOULD GET HIM TO TALK-- ONE WAY OR ANOTHER.

"WAR JOURNAL ENTRY NUMBER 518-- CONCLUDED."

LOOK, APRIL, I TOLD YOU BEFORE, I HAD A LOT ON MY MIND! I DIDN'T *INTEND* TO BE RUDE.

MAYBE NOT, PARKER, BUT THIS RELATIONSHIP ISN'T GETTING OFF ON THE RIGHT FOOT.

I'VE BEEN WITH THE GLOBE FOR AWHILE, MISTER. ONE WORD FROM ME, AND YOU'LL BE IN SERIOUS TROUBLE.

OKAY, APRIL... I GET THE MESSAGE. *HEY!* CABBIE-- PLEASE PULL OVER-- I THINK I SEE SOMEONE I KNOW.

HOLD ON, APRIL-- I'LL BE RIGHT BACK!
MARY JANE! IS THAT YOU?
WELL, WELL-- AS I LIVE AND BOOGIE! HI, THERE, TIGER!
YOU'RE LOOKIN' *GREAT*, M.J.-- REALLY GREAT!
SO, WHAT *ELSE* IS NEW?
WHAT HAVE YOU BEEN UP TO? I HAVEN'T SEEN YOU IN *MONTHS*.
LEADING THE *GLORIOUS* LIFE, MR. P-- WORKING AT *STUDIO 52*!
YOU *REALLY* LOOK HAPPY. ARE YOU, UHHH... SEEING ANYONE...?
ANYONE AND *EVERY-ONE*, BROWN-EYES!
HOLD IT RIGHT THERE, PARKER. WHAT IN BLAZES ARE YOU DOING?
YOU'RE *WORKING*, MISTER. YOU CAN PROPO-SITION FLOOZIES ON YOUR *OWN* TIME.
I DIDN'T KNOW YOU WENT FOR *OLDER WOMEN*, PETER.
OLDER, MY *BUTT*, CHICKIE! WHY DON'T YOU HOP DOWN TO YOUR LITTLE DISCO OR WHATEVER AND BOOGIE AWAY THE *REST* OF YOUR MIND!
TEMPER, TEMPER, PRETTY LADY-- YOUR MAKE-UP IS *CRACKING*!
LADIES... APRIL...? MARY JANE...?
LISTEN HERE, HOT STUFF, I--
CABBIE, I THINK THIS IS MY CUE TO *SPLIT*! MUNICIPAL BUILDING-- AND *FAST*!!
WHAT-EVER YA SAY, MACK!
PRETTY LADY, I THINK YOUR BOY FRIEND IS *LEAVING* YOU BEHIND!
HUH? *PETER*! WH-WHERE ARE YOU GOING? *WHERE ARE YOU GOING, PARKER*?
HE SPLIT, GAL... I THINK HE HAD MORE SENSE THAN BOTH OF US.
IF YOU WANNA KEEP THAT BROWN-EYED HUNK, YOU'RE GONNA HAVE TO *TRY* A LITTLE HARDER.
KEEP HIM? I WANT TO *STRANGLE* THAT CREEP! THAT TWIRP! THAT... THAT--
GRRR! I'LL *KILL HIM*!!

"WAR JOURNAL ENTRY NUMBER 519:

"PARKER'S STUDIO APARTMENT REVEALS LITTLE OTHER THAN SLOPPY HOUSEKEEPING.

"PAPERS ARE UNFILED. BED IS UNMADE.

"NOTHING SUSPICIOUS...

"...EXCEPT FOR A MINIATURIZED SPIDER-SHAPED **TRANSMITTER** HIDDEN IN HIS UNDERWEAR DRAWER.

"SCHOOL BOOKS INDICATE PARKER IS ALSO A **PHYSICS STUDENT.**

"DARKROOM/BATHROOM IS BATHED IN A RED SAFETY LIGHT. NEGATIVES AND PRINTS HANG FROM A JURY-RIGGED CLOTHES LINE.

"NOTHING SUSPICIOUS ...YET, **HOW** DID PARKER COME BY THOSE PHOTOS--

"--UNLESS HE IS SOMETHING **OTHER** THAN WHAT HE APPEARS TO BE.

"WAR JOURNAL ENTRY NUMBER 519--CONCLUDED."

THEN...

CITY MUNICIPAL COURT. AN ANXIOUS THRONG GATHERS BEFORE THE OLD, GRAY MONOLITH CONSTRUCTED DURING JIMMY WALKER'S MAYORAL REIGN...

MR. JACOBI--D.A. TOWER SAYS HE HAS EVIDENCE THAT WILL PUT YOU AWAY. ANY COMMENT?

I'M AN HONEST BUSINESSMAN. I'M *INNOCENT.* GOT THAT?

YEAH, INNOCENT LIKE A *WOLF* IN A DEN OF *SHEEP!*

PARKER!!

OH, HI, APRIL... GLAD YOU COULD MAKE IT.

CAN THE BALONEY, PARKER.

THERE ARE *RUMORS* THE PUNISHER IS AFTER YOU, MR. JACOBI--

NO MORE QUESTIONS ...MAKE WAY... MAKE WAY...

LISTEN HERE, MISTER PARKER, YOU TRY THAT *AGAIN*, AND I'LL--

IF JACOBI IS TO BE SPRUNG, NOW WOULD BE THE TIME TO--*EH?*

PARKER--*HERE?!?*

PARKER *MUST* BE INVOLVED.

HOLD IT-- TWO ARMORED TRUCKS-- THEY'RE VEERING *OFF COURSE--!*

A HEARTBEAT LATER...

SCREECHH!

SUDDENLY...

MOVE IT! GET THE COPS WITH THE GUNS!

THE OTHERS WON'T *DARE* MOVE AGAINST US!

BAM!

BLAM!

BAM!

BAM!

THOSE MANIACS ARE SHOOTING WILD!

BAM! BAM!

APRIL--*GET DOWN!!*

WH-WHAT'S GOING ON, PETER?!

BLAM!

C'MON, MR. JACOBI-- THIS WAY!

BAM!

WHAT TOOK YOU FOOLS SO *LONG?*

SORRY, SIR, BUT *TRAFFIC* WAS MURDER!

BUT WE GOT YOU OUT SAFE-- JUST LIKE YOU *PLANNED!*

NOW WHERE ARE YOU RUNNING OFF TO, PARKER?

I'M GETTING SOME *PICS*--YOU CALL IN THE STORY BEFORE IT'S TOO LATE!

BUT, A MOMENT LATER...

DIDN'T HAVE TO TELL APRIL THE PICS I'M TAKING ARE GONNA BE SNAPPED BY YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN!

THWIP!

JACOBI'S SAID TO HAVE HIS CRUMMY HAND IN EVERY FILTHY RACKET FROM RUNNING NUMBERS TO *DRUGS!*

IF TOWER ACTUALLY HAD A CASE AGAINST HIM, NO *WONDER* HE'D TRY A RISKY ESCAPE!

NOT THAT HE'S GONNA MAKE IT *FAR!* THERE'S HIS LITTLE WAGON RIGHT NOW!

CLEVER! THE ONE IN BACK TAKES THE BRUNT OF THE POLICE FIRE-- THE ONE IN FRONT *ESCAPES* WITH JACOBI--

WELL, THE COPS CAN HANDLE THE BIG MAN-- I'M BETTER EQUIPPED TO TAKE ON HIS TRIGGER-HAPPY GOONS!

BESIDES, I'VE BEEN ITCHING FOR SOME MORE *EXERCISE!*

KRUNCH!

SPIDER-MAN?

YOU WERE EXPECTING MORK FROM ORK?

STOP HIM! SHOOT HIM! KILL HIM!!

WHAT IS THIS? *MULTIPLE CHOICE?*

C'MON, YOU GUYS-- YOU WANNA STOP ME, YOU GOTTA *TRY HARDER!*

I TELL YOU, THEY'RE NOT MAKING DUMB HENCHMEN LIKE THEY *USED TO!*

THERE WAS A TIME CREEPS LIKE YOU WOULDN'T FOLD WITH THE FIRST *KAPOW!*

KAPOW!

SHUT UP, STUPID-- YOU'RE STARTIN' TA *BUG ME!*

AND I WOULDN'T WANNA DO THAT, NOW WOULD I?

C'MON, YOU JERKS-- HE CAN'T STOP *ALL* OF US!

SPOK!

SCRAMBLE HIM!

THIS ISN'T GETTING ME ANYWHERE--

I SHOULDA GONE AFTER JACOBI INSTEAD!

FORTUNATELY, WHEN YOU HAVE SOMETHING CALLED *SPIDER-STRENGTH*--

--YOU CAN CHANGE YOUR CUDDLY LITTLE MIND ANYTIME YOU WANNA!

WHOK!

SORRY, GUYS-- BUT YOU WERE BEGINNING TO *BORE ME!*

WRONG, RUNT-- WE'RE GONNA *DRILL* YOU!

THERE AIN'T NO WAY YOU CAN *DODGE* THIS BABY!

THEN YOU DON'T KNOW ME VERY WELL, DO YOU?

HUH? HE AIN'T HUMAN? *NO ONE* COULD DO THAT!

BUDDABUDDA

BUDDA

BUDDA

STOP IT! YOU'RE SHOOTIN' *US!!*

*A MOMENT LATER, A RED AND BLUE **BLUR** EMERGES FROM THE SPEEDING TRUCK...*

NOT EXACTLY THE MOST *COMFORTABLE* OF EXITS-- BUT AT LEAST I'M *OUT!*

BOP!

OWW! MY BACK! I MUSTA HIT A BUMP OR SOMETHING!

FEELS LIKE THE DOCTOR JUST GAVE ME ALL MY *SHOTS* AT ONCE!

OOOHHHH! I'M NOT GONNA BE ABLE TO SIT DOWN FOR *WEEKS!*

THEN AGAIN, I MAY NOT BE ABLE TO SIT DOWN EVER AGAIN-- THERE'S A *TRUCK* BEARING DOWN ON ME--

HEY! I'D KNOW THAT VAN ANYWHERE-- IT'S THE PUNISHER'S *WAR WAGON*--AND THAT PSYCHO ISN'T ABOUT TO STOP FOR ME OR ANYONE!

MADE IT! ONE SECOND SLOWER, AND I'D'VE BEEN A PERMANENT *HOOD ORNAMENT* ON THAT ROLLING ARSENAL!

"*WAR JOURNAL ENTRY NUMBER 520:* "*MANHATTAN'S LOWER EAST SIDE IS A DIRT-STREWN, GRIMY REMINDER OF ANOTHER DAY: PUSHCARTS LINE CROWDED STREETS, MIDDLE-AGED SALESMEN HAWK SHIRTS AND PANTS AT **HALF** THE PRICE OF UPTOWN RETAIL STORES.*

"*JACOBI MUST HAVE FELT **COMFORTABLE** SPEEDING THROUGH THESE NARROW STREETS TOWARD THE WILLIAMSBURG BRIDGE.*

"*I SPOTTED **SIX** OF HIS SLIMY PUSHERS ON DELANCEY STREET ALONE!*

"*WAR JOURNAL ENTRY NUMBER 520--HOLD!*"

MEANWHILE...

THEY'RE PULLING AWAY, ACROSS THE BRIDGE TO BROOKLYN--

GOTTA PICK UP SOME WEB-SLINGING SPEED, OR I'LL *LOSE*--

NUTS! NUTS! DOUBLE NUTS!!

I CAN'T FOLLOW-- THERE'S *NOTHING* TO STICK MY WEBBING ON TO!

NUTS!

AND OBOY--

STILL IN MID-SWING-- NO WAY TO *TWIST* OUT OF MY ARC--

I'M GONNA--

KRASH!!

UHHH, HI THERE. NICE APARTMENT YOU HAVE HERE.

WELL, NICE DROPPING IN, BUT I GOTTA GO.

M-Mildred...?

...BYE...?

"WAR JOURNAL ENTRY NUMBER 520-- CONTINUED:

"THE D-TRAIN RATTLED THE ROADWAY BENEATH ME, BUT I WAS STILL ON JACOBI'S TAIL. FORTUNATELY, CITY TRAFFIC PREVENTED HIM FROM PULLING TOO FAR AWAY.

"UP AHEAD, THE BRIDGE FED INTO THE BROOKLYN-QUEENS EXPRESSWAY. IF THEY WERE GOING TO LOSE ME, I EXPECTED THEM TO TAKE SOME ACTION NOW.

HE'S RIGHT BEHIND US! WHATTA WE DO?

USE A *PINEAPPLE*, YOU DOLT! *BLAST* HIM OFF THE BRIDGE!

"FOR A BRIEF MOMENT, THE BACK DOOR OF THE LEAD TRUCK OPENED. I CONTEMPLATED OPENING FIRE, BUT THEN I REALIZED I WOULD NOT HAVE THE TIME--

"--NOT WHILE A **LIVE HAND GRENADE** HURTLED DIRECTLY TOWARD ME!

"I SWERVED MY TRUCK TO THE LEFT, AND **THROUGH** THE HEAVY STEEL GUARD RAIL.

BAROOM!

KRAK

" I WASN'T DISAPPOINTED.

"I HAD BUILT THE WAR WAGON LIKE AN UNSTOPPABLE *TANK*. THIS WAS THE FIRST TIME I **REGRETTED** IT.

"THE WAR WAGON PLUNGED INTO THE BRACKISH WATERS FAR BELOW. WITH LUCK, I WOULD BE ABLE TO **SALVAGE** MOST OF THE COSTLY EQUIPMENT.

"BUT, IT WASN'T THE LOSS OF MY PRIZED WAGON THAT UPSET ME THE MOST:

"JACOBI HAD **ESCAPED**--AND THAT MADE ME SEE **BLOOD RED!**

"WAR JOURNAL ENTRY NUMBER 520-- CONCLUDED."

LATER, AT THE DAILY GLOBE...

WELL, WELL, IF IT ISN'T MR. PETER PARKER. WHERE DID *YOU* RUN OFF TO?

I WAS TAKING PHOTO-GRAPHS, IF YOU *HAVE* TO KNOW.

YES, PARKER, I *HAVE* TO KNOW. YOU WERE ASSIGNED TO WORK WITH *ME*. REMEMBER, *I'M* THE REPORTER... YOU DO AS I SAY. GOT THAT?

NO, I DON'T, LADY. I SIGNED UP AS A SALARIED *FREE-LANCER!* I DON'T TAKE ASSIGNMENTS.

I ACCEPTED THIS ONE ONLY AS A *FAVOR* TO BARNEY.

SO, THE NEXT TIME YOU NEED A SHUTTERBUG-- GO GET YOURSELF A *POLAROID* AND SNAP YOUR LITTLE HEART AWAY. DON'T ASK FOR *ME*, LADY!

I WOULDN'T ASK FOR YOU IF YOU HAD THE *ONLY* FILM IN TOWN!

BARNEY, THAT MAN IS TOTALLY *INSUFFERABLE!* I WON'T WORK WITH HIM AGAIN-- I *SWEAR* I WON'T!

HE'S A GOOD PHOTOGRAPHER, APRIL. BESIDES, K.J. CLAYTON WANTS HIM.

THEN K.J. CLAYTON'S GONE ONE HUNDRED PERCENT *CRAZY!*

MAYBE... MAYBE... ALICE, GET ME K.J. ON THE LINE, PLEASE...

K.J., THIS IS BARNEY BUSHKIN IN THE CITY ROOM.

AS USUAL, YOU WERE RIGHT, K.J.--

THERE *IS* MORE TO PETER PARKER THAN MEETS THE EYE!

AND, SPEAKING OF OUR HAPLESS HERO...

WOW. AND I THOUGHT WORKING FOR THE BUGLE WAS A PROBLEM.

APRIL'S MAKING A *DREAM JOB* INTO A LIVING NIGHT-MARE!

I GET A GOOD SALARY... BARNEY SEEMS TO REALLY *LIKE* MY WORK... EVERYTHING WAS MOVING ALONG SO *SMOOTHLY*--

WHAT DID I DO TO *DESERVE* SOMEONE LIKE APRIL MAYE?

SHE COULD *RUIN* WHAT COULD HAVE-- *EH?* MY SPIDER-SENSES--THEY'RE BUZZING LIKE AN OVERPOPULATED BEEHIVE!

SOMETHING'S INSIDE MY APARTMENT-- BUT *WHAT?*

*CAUTIOUSLY, PETER PARKER CLUTCHES THE DOORKNOB AND SLOWLY **OPENS** THE OLD WOODEN DOOR ONLY TO REVEAL--*

WHA--? *THE PUNISHER!?!*

THAT'S RIGHT, PARKER-- YOU KNOW WHO *I* AM--

--AND FINALLY, I KNOW WHO *YOU* ARE!

I'VE LEARNED YOUR *SECRET!!*

NEXT ISSUE **INTO THE DEPTHS!**

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the AMAZING SPIDER-MAN®

ONE FOR THOSE LONG GONE!

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pollard
&
RUBINSTEIN

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers... and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN scripts/edits / KEITH POLLARD · JIM MOONEY illustrators / JOHN COSTANZA letterer / BEN SEAN colorist / JIM SHOOTER consulting editor

ONE FOR THOSE LONG GONE!

PETER PARKER RETURNS HOME ONLY TO FIND...

WHAT IN THE WORLD? THE PUNISHER?!?

THAT'S RIGHT, PARKER-- YOU KNOW WHO I AM--

--AND FINALLY, I KNOW WHO YOU ARE!

I'VE LEARNED YOUR SECRET!

LF657

HE KNOWS I'M SPIDER-MAN... BUT *HOW?*

SURPRISED, PARKER? DIDN'T THINK ANYONE WOULD CATCH ONTO YOUR *ACT?*

WELL, PUNK, YOU *BLEW* IT WITH THIS!

HUNH? I DON'T GET IT? THIS IS A COPY OF YESTERDAY'S GLOBE. WHAT GIVES?

DON'T PLAY GAMES, PARKER... WHEN SPIDER-MAN AND I BROKE UP JACOBI'S GANG, THERE WEREN'T ANY OUTSIDE PHOTOGRAPHERS HANGING AROUND.

LY GLOBE
F OIL CRISIS

SO THE *ONLY* WAY YOU COULD'VE BEEN THERE WAS *AS* ONE OF THE GANG... YOU'RE PLAYING *BOTH* SIDES, MISTER.

WHAA? YOU *CRAZY?* I... UHHH... HAVE A SPECIAL *DEAL* WITH SPIDER-MAN--

HE, UH... TELLS ME WHEN HE'S GOING INTO ACTION, I TAKE PICTURES, AND WE SPLIT THE CASH.

I'M AS MUCH AN UNDERGROUND GANG MEMBER AS YOU ARE THE CHIEF OF THE *F.B.I.*

A DEAL WITH SPIDER-MAN...?

THAT WOULD EXPLAIN THE SPIDER-SHAPED TRANSMITTER I FOUND HERE EARLIER.

HOLD ON THERE ONE MINUTE... WHO GAVE YOU PERMISSION TO RUMMAGE THROUGH MY APARTMENT? YOU CAN'T JUST *BREAK IN* ANYWHERE YOU FEEL--

I APOLOGIZE FOR THE INTRUSION, PARKER-- BUT FOR NOTHING ELSE.

THE WAR AGAINST CRIME DEMANDS CERTAIN LIBERTIES BE TAKEN.

FAREWELL. YOU WILL NOT BE SEEING ME AGAIN.

HE'S GOING... THANK GOODNESS HE DIDN'T SUSPECT THE *REAL* TRUTH!

BUT HE STILL CAME CLOSE ENOUGH TO SEND ICY SHIVERS SCURRYING DOWN MY SPINE.

GOTTA MAKE SURE NO ONE ELSE EVER TRACES PETER PARKER'S PHOTOGRAPHS BACK TO SPIDEY...

TWIP

CONCLUSION-JUMPING IS ONE THING THIS AMAZING ARACHNID DOESN'T NEED!

AFTER ALL, I'VE GOT ENOUGH PROBLEMS BESETTING MY HARRIED LITTLE LIFE RIGHT ABOUT NOW!

DAILY GLO

FOREMOST AMONGST THEM IS I HAVEN'T HAD A DECENT SOCIAL LIFE SINCE MARY JANE WATSON TOOK THE POWDER!

PROBLEM IS, EVERY SPARE MOMENT I'D HAD, I'VE EITHER SPENT GALAVANTING AROUND TOWN AS SPIDER-MAN--

--OR COOPED UP IN A CLASSROOM AS TEACHER-STUDENT PETER PARKER.

I'VE GOT TO FIND SOME *SPARE TIME* OR I'LL GO STARK-RAVING *BONKERS!*

A FEW MOMENTS LATER, AS PETER PARKER WANDERS DOWN THE HALLWAYS OF THE DAILY GLOBE...

C'MON, APRIL, WORK WITH HIM. YOU'LL LIKE HIM, I'M *CERTAIN* OF IT.

LIKE *BLAZES* I WILL, BARNEY. AND SPEAKING OF THE DEVIL HIMSELF...

AH, PARKER, M'BOY, JUST THE MAN I'VE BEEN LOOKING FOR. I'M KEEPING YOU AND APRIL TOGETHER ON THIS PUNISHER-JACOBI STORY, LAD.

ALL RIGHT WITH ME, BARNEY.

WELL, IT *ISN'T* ALL RIGHT WITH ME, MR. PARKER. YOU'VE SCREWED UP THIS ASSIGNMENT ONCE TOO OFTEN ALREADY.

I'VE GOT MY OWN LEADS.

WHAT ABOUT ME?

THIS IS *POLITE* COMPANY, PARKER, OTHERWISE I'D TELL YOU WHAT YOU CAN DO.

APRIL--? *APRIL?*

DON'T MIND HER, M'BOY, APRIL IS, WELL, RATHER *HEADSTRONG.*

THAT'S ALL RIGHT, BARNEY... ACTUALLY, I DON'T MIND WORKING ON THIS STORY ALONE.

NOT IN THE SLIGHTEST.

CENTRAL PARK...

YEAH, WELL, LIKE I SAID, I CARRY THE STUFF TO THE *LOCAL SUPPLIERS.* NOTHING REAL BIG.

Y'KNOW, MEBBE I SHOULDN'T BE SAYIN' NOTHIN'. YOU HAVEN'T GIVEN ME MY MONEY YET.

I SAID I WOULD, LU SING. PLEASE TRUST ME.

TRUST? PRETTY LADY, I AIN'T TRUSTED NOBODY IN YEARS. BUT, WHAT THE HEY, RIGHT?

I MEAN, I'M STARTIN' TO SLEEP REAL BAD AT NIGHT, SO MEBBE I BETTER START TALKIN'.

I WON'T BE NO GOOD TO NOBODY IF JACOBI SAYS I'M DEAD FLUFF, RIGHT?

HOW DID YOU START, WITH JACOBI, I MEAN?

YOU'RE LOOKING FOR AN ANGLE, RIGHT? LIKE 'CHINESE GIRL RAISED IN OVER-CROWDED FAMILY. NO LOVE,' RIGHT?

WRONG! NO BAD FAMILY... GOT LOVING BROTHERS AND SISTERS AND PARENTS.

I DID IT FOR THE *HIGH*... HIGH-- *HAH!*

SO HOW COME I ALWAYS FEEL SO LOW? ANSWER ME THAT.

JUST ONE THING MORE, LU... IT MAY BE THE *HARDEST* THING I ASK OF YOU...

SOME TIME LATER, DOWNTOWN...

YEAH--?

UHHH... THE NAME'S APRIL. LU SING SENT ME... LIKE, SHE'S REAL *SICK,* IF YOU KNOW WHAT I MEAN.

SHE ASKED ME TO MAKE HER ROUNDS, SAID I COULD SCORE FOR MYSELF, TOO.

YEAH, SURE, C'MON IN, BABE ...ALWAYS NEED MORE HANDS. YOU KNOW WHAT THE JOB IS?

YEAH, LU SAID I GOTTA TAKE A PACKAGE FROM ONE PLACE TO ANOTHER, NOT ASK ANYTHIN', THEN GO HOME REAL HAPPY.

YOU GOT IT, BLONDIE. YOU DO GOOD, THEN I TAKE YOU TO THE *BIG MAN*... HE LIKES YOU, YOU BECOME REGULAR. OKAY?

LONG AS I GET PAID, MAN... LONG AS I GET PAID...

THE DAILY BUGLE...

BUGLE

GLORY, I JUST HEARD ABOUT JONAH-- HE REALLY *RAN* OUT OF THE HOSPITAL?

FLEW OFF LIKE THE PROVERBIAL *PIGEON*, PETER, M'MAN.

EVERYONE'S OUT THERE LOOKIN' FOR HIM.

THE DOCTORS SAY HE'S GONE TOTALLY PARANOID-- HE THINKS *EVERY-ONE* IS OUT TO GET HIM.

ROBBIE? HEY, WHAT ARE YOU UP HERE FOR? I THOUGHT YOU *QUIT!*

I DID, PETER, BUT THE BOARD OF DIRECTORS ASKED ME TO COME BACK ...TO *REPLACE* JONAH AS PUBLISHER.

YOU'RE KIDDING? ARE YOU INTERESTED?

I DON'T KNOW... IT'S BLASTED *TEMPTING*... TO FINALLY SEE THIS PAPER TAKE OFF. BUT--

MAINTAINE

BUT *NOTHING*, YOU TRAITOR! I KNEW IT ALL ALONG! YOU *WERE* OUT TO GET ME!

ALL OF YOU WERE OUT TO STEAL MY THUNDER... ROB ME OF THE ONLY THING I'VE CARED ABOUT. BUT YOU WON'T GET MY PAPER... *I SWEAR IT!*

JONAH? THANK GOODNESS... YOU'VE GOT TO RETURN TO THE HOSPITAL.

YOU'RE THE ONE WHO IS *CRAZY*, ROBERTSON-- AND NOW I KNOW THE TRUTH.

GET OUT OF MY WAY!!

JONAH, WE'RE ON *YOUR* SIDE... WE CARE--

THAT'S A *LAUGH*, YOU PIMPLY-FACED PUNK! YOU NEVER LIKED ME... ALL YOU EVER WANTED WAS MY *MONEY!*

YOU'VE ALL BEEN *JEALOUS* OF MY SUCCESS!

JONAH-- *WAIT!!*

NEVER, ROBERTSON... I'M GETTING OUT OF HERE, BUT I'LL BE BACK--

YOU HAVEN'T SEEN THE *LAST* OF J. JONAH JAMESON... I PROMISE YOU THAT!

MOMENTS LATER, ON THE STREET OUTSIDE THE BUGLE BUILDING...

WHO ARE YOU FOOLS *STARING* AT?

DON'T *LOOK* AT ME LIKE THAT!

THEY'RE ALL IN ON IT... ALL TRYING TO DRIVE ME MAD!

UNBALANCED, JONAH STUMBLES FORWARD, AND...

BUT IT WON'T WORK! I KNOW WHO MY ENEMIES ARE, AND I'LL-- *WHAT!?!*

THOK

NO SIGN OF JONAH... HE MUST 'A SPLIT.' POOR GUY, EVEN *I'M* FEELING SORRY FOR HIM.

I CAN ALMOST UNDERSTAND WHY HE FEELS THREATENED...

EH? A FIGURE STUMBLING FROM THAT ALLEYWAY... CAN IT BE HIM?

NO...IT'S SOMEONE ELSE...PROBABLY SOME MISBE-GOTTEN *SOT* WHO--NO, NOT A DRUNK...HE'S BLOODIED... LIKE HE'S BEEN *ATTACKED*--

I RECOGNIZE HIM--HE'S GREASY RALPH ROBBINS, A SMALL-TIME STRONG-ARM CREEP FROM PHILLY!

HELLO THERE, PUNK... ONE OF YOUR VICTIMS DECIDE TO HIT BACK?

S-SPIDER-MAN? I...I WAS ATTACKED... BY THE PUNISHER.

WHATTAYA KNOW-- PUNNY HAS SOME TASTE AFTER ALL.

HEY, I'M TELLIN' THE *TRUTH*, MAN... HE SLAMMED ME FOR SOME INFO THEN TOOK OFF. I DIDN'T DO NOTHIN'.

SURE, RALPHY-BOY...YOU'RE BORN-INNOCENT... A TRUE WIDE-EYED HICK FROM *ALLEYBAMA!*

REMIND ME TO START FEELING SORRY FOR YOU--ONCE I STOP *LAUGHING!*

NOW ISN'T THAT INTERESTING... THE PUNISHER IS AFTER ROBBINS, AND THAT PROBABLY MEANS ROBBINS WORKS FOR JACOBI...

AH, THERE'S THE PUNISHER'S WAR-WAGON NOW!

SOMETHING TELLS THIS LITTLE SPIDER THAT I BETTER GET IN ON THE ACTION BEFORE THERE'S A STRING OF BLOODIED *BODIES* LEFT IN THAT MADMAN'S WAKE.

WELL, WELL, AS I LIVE AND SWING-- LOOK WHO'S ALL CAUGHT UP IN MIDTOWN TRAFFIC.

SPIDER-MAN?

EITHER HIM OR MORK FROM ORK!

HEY, C'MON, PAL-- PUT DOWN YOUR LEAD-SHOOTING *PACIFIER*, AND LET'S TALK.

THERE IS NOTHING TO TALK ABOUT, SPIDER-MAN. MY BUSINESS IS BEST DONE *ALONE*.

LEAVE ME BE.

NO CAN DO, HANDSOME..., NOT WHILE YOU ENJOY SHOOTING UP EVERYONE WHO LOOKS *CROSS-EYED* AT YOU.

AND ON THIS JACOBI CASE, YOU SEEM TO BE SEEING *MYOPICS* ALL OVER THE PLACE.

LET ME IN ON IT, PUNS-- WHAT IS IT ABOUT JACOBI THAT'S GETTING YOUR DANDER UP?

HE HAD A GOOD FRIEND OF MINE KILLED.

WANNA TELL ME ABOUT IT?

WHY NOT? PERHAPS YOU WILL COME TO UNDERSTAND THAT *MERCY* CANNOT BE DEALT OUT TO SCUM LIKE JACOBI.

THE STORY BEGAN MORE THAN A DECADE AGO... MY WAR JOURNAL CLASSIFICATION NUMBER WAS FIFTY-EIGHT.

"I HAD TRACED ONE OF JACOBI'S HEROIN SUPPLIERS TO ERZURUM, TURKEY, A CITY THAT PROBABLY DECAYED BEFORE COLUMBUS TRIPPED OVER HIS FIRST INDIAN.

"I WAS STILL SOMEWHAT *INEXPERIENCED*... AND I FOOLISHLY ALLOWED MYSELF TO BE CAPTURED.

"JACOBI'S SUPPLIER, AN ICE-HEARTED PIG NAMED HATAY HAD A PARTICULARLY *DISGUSTING* METHOD OF GETTING RID OF HIS ENEMIES.

"HE GAVE ME A **HOT SHOT**--A **MIXTURE** OF DRUGS ENOUGH TO WASTE ANY ORDINARY SLOB . . .

"...THEN THE FILTH BOUND ME TO A RAFT AND SET ME ADRIFT.

"I WAS BARELY CONSCIOUS AS I FLOATED AWAY FROM HIM... BUT I SAW THAT SICK, PERVERTED **LEER** TATOOED ON HIS FACE--HE KNEW I WOULD BE DRIVEN **MAD** LONG BEFORE I ACTUALLY DIED.

"FIVE HOURS LATER I WAS **SCREAMING.** TWO HOURS MORE, I WAS NEAR DELIRIOUS...

"I WAS SICK, TORN APART, I DIDN'T KNOW... **COULDN'T** KNOW THAT A SMALL, LITHE BODY HAD SWUM BESIDE MY RAFT...

"...OR THAT THE BOY HAD **CUT** MY ROPES...

"OR THAT HE NEARLY DROWNED TRYING TO SAVE ME...THIS SKINNY KID NAMED MEHEMET.

"I HAD NEVER SEEN THAT KID BEFORE, YET HE SAT WITH ME FOR DAYS, WORKING WITH ME, COMFORTING ME, HELPING **CLEAN** ME OUT WHILE THE DRUGS FLOWED THROUGH MY SYSTEM.

"THAT KID SAW ME BECOME AN **ANIMAL**, AND IT NEVER FAZED HIM. NOT EVEN ONCE.

THAT UNSELFISH KID *NURSED* ME UNTIL I WAS BETTER, AND ALL THAT HE ASKED WAS THAT I BRING HIM TO AMERICA. WHEN HE WAS 21, HE WENT TO WORK FOR THE *NARCOTICS AGENCY*...

HE WAS ATTACHED TO A UNIT INVESTIGATING JACOBI... FOUND THE GOODS, GOT JACOBI SENT UP... AND JACOBI'S MEN *WASTED HIM*... TWO DAYS BEFORE MEHEMET WAS GOING TO GET MARRIED.

I OWED THAT KID MY LIFE... AND NOW THAT JACOBI'S *ESCAPED*, I'M GONNA MAKE IT UP TO MEHEMET...

...NO MATTER WHAT I HAVE TO DO... NO MATTER WHO IT HAS TO HURT.

A SCHOOL YARD, SEVERAL MILES AWAY FROM SPIDER-MAN AND THE PUNISHER...

HERE'S YOUR *CASH*, BABE... MAN, YOUR DELIVERY WAS RIGHT ON TIME...

THAT JUNK GOES OUT FASTER 'N YOU CAN *SUPPLY* IT.

WHEN YOU SEE THE BIG MAN, TELL 'IM ARNIE WANTS TO *UP* THE LIMIT, EH?

YEAH, I'LL TELL HIM...

I'LL TELL HIM PLENTY... LORD, THIS WHOLE THING *SICKENS* ME.

KIDS NO MORE THAN TEN OR ELEVEN ARE BEING FED THAT GARBAGE LIKE THEY WERE MILKY WAY BARS.

I'VE ALWAYS *READ* ABOUT IT... BUT MAYBE I NEVER *BELIEVED* THE DRUG PROBLEM WAS REALLY ALL THIS BAD.

BUT, IT'S BAD... AND *SOMETHING'S* GOT TO BE DONE ABOUT IT!

"WAR JOURNAL ENTRY NUMBER 521:

"MY LEAD HAS BROUGHT SPIDER-MAN AND ME TO A WAREHOUSE ON MANHATTAN'S UPPER WEST SIDE..."

SPEAKING OF YOUR *DEN OF THIEVES*-- LOOK WHAT WE GOT HERE!

IT'S THE PUNISHER AND WHAT'S-HIS-NAME!

YOU CREEPS REALLY KNOW HOW TO HURT A GUY, DON'T YOU?

YOU'D THINK AFTER ALL MY YEARS OF SMASHING BADDIES, YOU'D AT LEAST *KNOW* MY NAME!

BUT--"WHAT'S HIS NAME?" THAT REALLY *OFFENDS* ME!

BAM!

BAM

BLAM

THIS ISN'T THE MOMENT FOR *LEVITY*, SPIDER-MAN.

WE HAVE WORK THAT NEEDS TO BE DONE.

HEY, JUST HOLD IT THERE, HANDSOME-- YOUR GUN...

WHAM!

BAM!

I'M USING *MERCY BULLETS*, SPIDER-MAN... MORE THAN THEY DESERVE... BUT I'M AFTER BIGGER GAME...

JUST MAKE *SURE* OF THAT, PUNS--I DON'T MIND KNOCKING A FEW STUPID HEADS TOGETHER--

--BUT I'M NOT GOING TO LET THIS BECOME A THIRD-RATE SAINT VALENTINE'S DAY MASSACRE!

THABOK!

HE'S *CRAZY* LIKE A LOON--I'M SPLITTIN'!

AW, LEAVING THE PARTY SO SOON--AND WE CATERED IT JUST FOR *YOU!*

BAM

I TELL YA, SOME PEOPLE ARE JUST BORN *SPOIL-SPORTS!*

POW!

BENEATH HIS EXPRESSIONLESS MASK, THE WALL-CRAWLER SMILES AS HE SURREPTITIOUSLY REMOVES A SPIDER-SHAPED TRANSMITTER...

THEN...

GET DOWN HERE, CLOWN--WE AIN'T FINISHED WITH YOU, YET!

SHOWS YOU WHAT YOU KNOW--WE *ARE* FINISHED!

BTANG!

SPONG!

HEY, NOT BAD, PUNNY--WE DID IT.

YOU THERE, PUNK--ON YOUR FEET. I WANT *INFORMATION!*

WHERE IS JACOBI *HIDING OUT?*

I DON'T KNOW...I SWEAR IT.

IF YOU ARE *LYING...*

I'M NOT... I'M *NOT!*

WELL, IF HE DOESN'T KNOW ANYTHING, THEN THAT ENDS THAT!

AND SINCE I'M NO LONGER NEEDED HERE...

I'LL SEE YOU IN THE FUNNY PAPERS!

HMMMM...

"WAR JOURNAL ENTRY NUMBER 521--CONCLUDED."

NO WAY I WAS GONNA TELL THAT GUN-SHOOTING, HOT-SHOT ABOUT MY LITTLE SPIDER TRACER...

WHEN IT CAME TO THE FINAL SHOWDOWN, I'M CERTAIN HE'D BE RIGHT IN THERE WITH THE LEAD FLYING!

I GUESS WHEN IT COMES DOWN TO THE CLINCHES, HIS METHODS AND MINE ARE *LIGHT-YEARS* APART.

MEANWHILE...

MR. JACOBI, I WANTED TO SHOW YOU THE NEW GIRL... SHE DID REAL GOOD TODAY.

ALWAYS LOOKING FOR NEW TALENT, CHICK...

HMMMM... NOT BAD... BUT YOU'RE TOO MUCH OF A LOOKER TO BE WASTED MAKING DELIVERIES.

I'M WILLING TO DO ANYTHING, MR. JACOBI...

I BET YOU ARE, BABE... Y'KNOW, I COULD *USE* A CHICK LIKE YOU HERE WITH ME.

SAY, WE HAVEN'T MET BEFORE, HAVE WE? YOUR FACE IS FAMILIAR.

UHH, I DON'T THINK SO, SIR. ANY-WAY, I GOTTA BE GOIN' NOW--

NO... WAIT... I NEVER FORGET A FACE... YEAH... I SAW YOU AT THE *COURTHOUSE**-- YOU WERE THERE WHEN THE BOYS SPRUNG ME, ARGUIN' WITH SOME KID.

YOU WERE WITH THE REPORTERS! YOU'RE A BLASTED *SPY*!!

* LAST ISSUE. -- MARV.

GET HER, BOYS!

SHE'S AS GOOD AS GOT.!

PLEASE... LEAVE ME ALONE.

NO WAY, BABE, YOU AIN'T GETTIN' AWAY.

SKRASH!

SHOWS YOU WHAT YOU KNOW, DUMMY!

WHA? IT'S SPIDER-MAN!

YOU NOTICED NOW, DID YOU, UGLY!

MAYBE YOU'RE *NOT* AS STUPID AS YOU LOOK.

REIS! SEAMAN! GET IN HERE, YOU FOOLS!

APRIL-- MOVE IT-- *RUN!*

UH OH, PORK-FACE IS CALLING OUT HIS SECOND TEAM!

IT'S SPIDER-MAN-- **WASTE HIM!**

YOU CALLED, MR. JACOBI?

"WASTE HIM?" YOU'VE GOT A DEFINITE *HOSTILITY STREAK,* JACOBI.

YOU REALLY SHOULD DO SOMETHING ABOUT THAT!

THWIP!

KILLING FOLKS IS FROWNED UPON THESE DAYS!

HUH? HE'S CLOGGED UP OUR GUNS!

THAT'S RIGHT, BRIGHT-EYES. NOW GO TO THE HEAD OF YOUR CLASS!

MEANWHILE, THE REST OF YOU JOKERS *FLUNK OUT!*

SKA-AH!

APRIL, I TOLD YOU TO MOVE!

I'M MOVING! I'M MOVING!!

BUT *YOU* AIN'T GOIN' NOWHERE, CREEP!

YOU PUT ME IN THE SLAMMER ONCE, YOU AIN'T GONNA DO IT AGAIN!

SOMEHOW I CAN'T TAKE YOU ALL THAT SERIOUSLY--

POK!

BTOK

THOK

--NOT WHILE *YOU'RE* LYING ON THE FLOOR LIKE THREE-DAY-OLD RUBBISH...

SPAM!

...AND YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN IS STILL *SWINGING IN STYLE!*

WHAKKO!

I'M GETTIN' OUTTA HERE... CAR'S WAITIN' IN BACK...

...AN' THAT COSTUMED CLOWN AIN'T EVEN *LOOKIN'* MY WAY!

YEAH, JACK MASTERS IS GONNA BE *FREE!*

MEANWHILE...

SOMEHOW, I KNEW IT WOULD COME TO THIS, JACOBI.

BE SENSIBLE... FREE THE GIRL AND LET'S GET GOING.

NO WAY, CREEP. ONE STEP FORWARD AND ALFRED HERE SNUFFS HER.

WRONG, YOU FILTHY SCUM!

BAM!

UNGHHH!

OH MY HEAVENS-- YOU'VE KILLED HIM!

NO... I USED *MERCY BULLETS.* HE WILL LIVE.

IT'S JACOBI I'M AFTER.

YOU CRAZY? WHAT DO YOU CARE ABOUT ME?

I HAVE TO PAY OFF AN OLD *DEBT,* JACOBI.

KAK!

NO DICE, HANDSOME... I *SAW* YOU FLIP THE DIAL FROM MERCY BULLETS TO LEAD.

YOU RIGHTEOUS FOOL! YOU SAVED A MURDER-ER!

AND NOW HE'S GETTING AWAY!

THWIP

WHAT? SPIDER-MAN WHY DID YOU INTERFERE?

TERRIFIED, JACOBI RACES OUTSIDE, AND...

GONNA GET AWAY... NOBODY CHASING BEHIND ME... NOBODY WILL KNOW--

MASTERS! WATCH WHERE YOU'RE DRIVING, YOU FOOL-- GET ME OUT OF--

OH, MY GOSH--MR. JACO--

BUT, A MOMENT LATER, ONE AND A HALF TONS OF RAMPAGING STEEL SMASHES HEADLONG INTO TWO HUNDRED AND EIGHTY POUNDS OF FRANTIC FLESH...

WHAMP!

I DON'T BELIEVE IT.

H-HE WAS *HIT*--

--BY HIS OWN MAN... TRYING TO ESCAPE.

APRIL'S FAINTED... I'D BETTER GET HER TO THE HOSPITAL.

YES, DO SO... I HAVE UNFINISHED BUSINESS HERE ANYWAY.

BUT ONE DAY, SPIDER-MAN, YOU WILL UNDERSTAND THAT GRANTING MERCY TO SCUM IS A TRAGIC *MISTAKE!*

YEAH, AND THE DAY I DO, I HOPE I HAVE THE SENSE TO *RETIRE!*

"WAR JOURNAL ENTRY NUMBER 522:

"I HAVE DONE MY DUTY, FULFILLED MY VOW. MEHEMET'S MURDERERS ARE GONE.

"BUT SO IS MEHEMET.. GONE TO AN ETERNAL REST THAT STILL ELUDES ME.

"FOR HIS DEAR SAKE, I HOPE **HIS** REST IS ONE OF PEACE.

"FOR ME... EVEN THE BRIGHT, FULL MOON CANNOT LIGHTEN THE ENDLESS **DARKNESS** OF THE NIGHT.

"WAR JOURNAL ENTRY NUMBER 522, CONCLUDED."

NEXT ISSUE: BEWITCHED, BOTHERED, AND BE... DAZZLED!

The Amazing Spider-Man #193, page 12 original art
by Keith Pollard & Jim Mooney

HE'S RIGHT ABOUT ONE THING.

IF I DON'T TAKE CHARGE SOON--

--HE COULD SMASH ME INTO ANY-THING HE WANTS TO UNTIL I'M TOO STUNNED TO STOP HIM!

THWIP!

CLEO-PATRA'S NEEDLE! LOOKS LIKE A GOOD HITCHING POST TO ME!

SPIDEY'S WEB SPINS OUT AND SNAGS THE THREE-THOUSAND YEAR OLD OBELISK, THEN...

WHERE ARE YOU RUNNING OFF TO, HAND-SOME?

SNAP!

THE PRISON EXPRESS DOESN'T LEAVE FOR ANOTHER HOUR!

WHAT? YOU CAUGHT MY WINGS! I--I CAN'T FLY!

I'M FALLING!

THAT'S THE IDEA, BUNKIE.

BUT DON'T WORRY. I'LL CATCH YOU.

BATTER UP... AND IT'S A FLY TO CENTER-FIELD!

C'MON, YOU'RE NOT LAUGHING! THESE ARE JOKES!

JOKES?

IT ISN'T FUNNY!

SPOK!!

UNNNNHHHH!

Courtesy Michael Kelleher

The Amazing Spider-Man #193, page 16 original art
by Keith Pollard & Jim Mooney

AMAZING SPIDER MAN #193 27

MEANWHILE, IN THE OFFICES OF THE DAILY GLOBE...

YOU BUZZED FOR ME, MR. BUSHKIN?

YEAH, YEAH... HOLD ON A MINNIT, SANDY. BLAST! PARKER'S STILL NOT ANSWERING.

LISTEN, K.J. CLAYTON WANTS THE PARKER KID FROM THE BUGLE WORKING HERE.

AND WHAT K.J. WANTS...

...K.J. GETS! GO TO PARKER'S PLACE... WAIT FOR HIM AND CONVINCE HIM TO GET HIS TAIL DOWN HERE.

I'VE GOT A FIRST ASSIGNMENT JUST UP HIS ALLEY!

IF YOU'RE WONDERING WHAT THE FIRST ASSIGNMENT IS, LOOK NO FURTHER THAN FANTASTIC FOUR #207, ON SALE ANY DAY NOW.

BUT FIRST, BACK TO SPIDEY...

FROM THE DAY MY MERCHANDISERS TOLD ME TO BUG OFF, EVERYTHING'S BEEN TURNING SOUR ...MY WHOLE LIFE'S CRUMBLING AROUND ME AND I CAN'T SEEM TO HOLD ANY OF IT TOGETHER.

AUNT MAY'S IN THE NURSING HOME, ONE GIRL'S OUT OF MY LIFE, THE OTHER'S BEEN TAKEN AWAY, ROBBIE'S ANGRY AT ME, AND I DON'T HAVE A JOB OR ENOUGH MONEY TO PAY LAST MONTH'S RENT!

ALL I'VE GOT IS ONE GREAT BIG FAT MAD ON!

BOY, FLY, I'M COMING FOR YOU... I'M COMING ...AND I WANT YOU REAL BAD!

'CAUSE RIGHT NOW YOU'RE THE ONLY CREEP AROUND I CAN REALLY LET LOOSE ON WITHOUT TEARING APART!

EH? GUNSHOTS COMING FROM SOMEWHERE BELOW ME. SHOULD I STOP AN' CHECK? NAH! LET THE COPS HANDLE THAT.

I'VE GOT BIGGER FLYS TO SWAT!

BAM BANG

HOLD IT, WHAT'S GOING ON DOWN---?

OH NO! DON'T TELL ME! I DON'T BELIEVE IT!

IT ISN'T FAIR!

WE GOT THE FLY! SHIELD* WAS RIGHT! THIS GIZMO STOPPED HIM COLD!

YEAH! THAT TIP WE GOT FROM OUR CONTACT PAID OFF. WE GOT OUR BIRD... AND HIS LOOT!

*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION! --MW.

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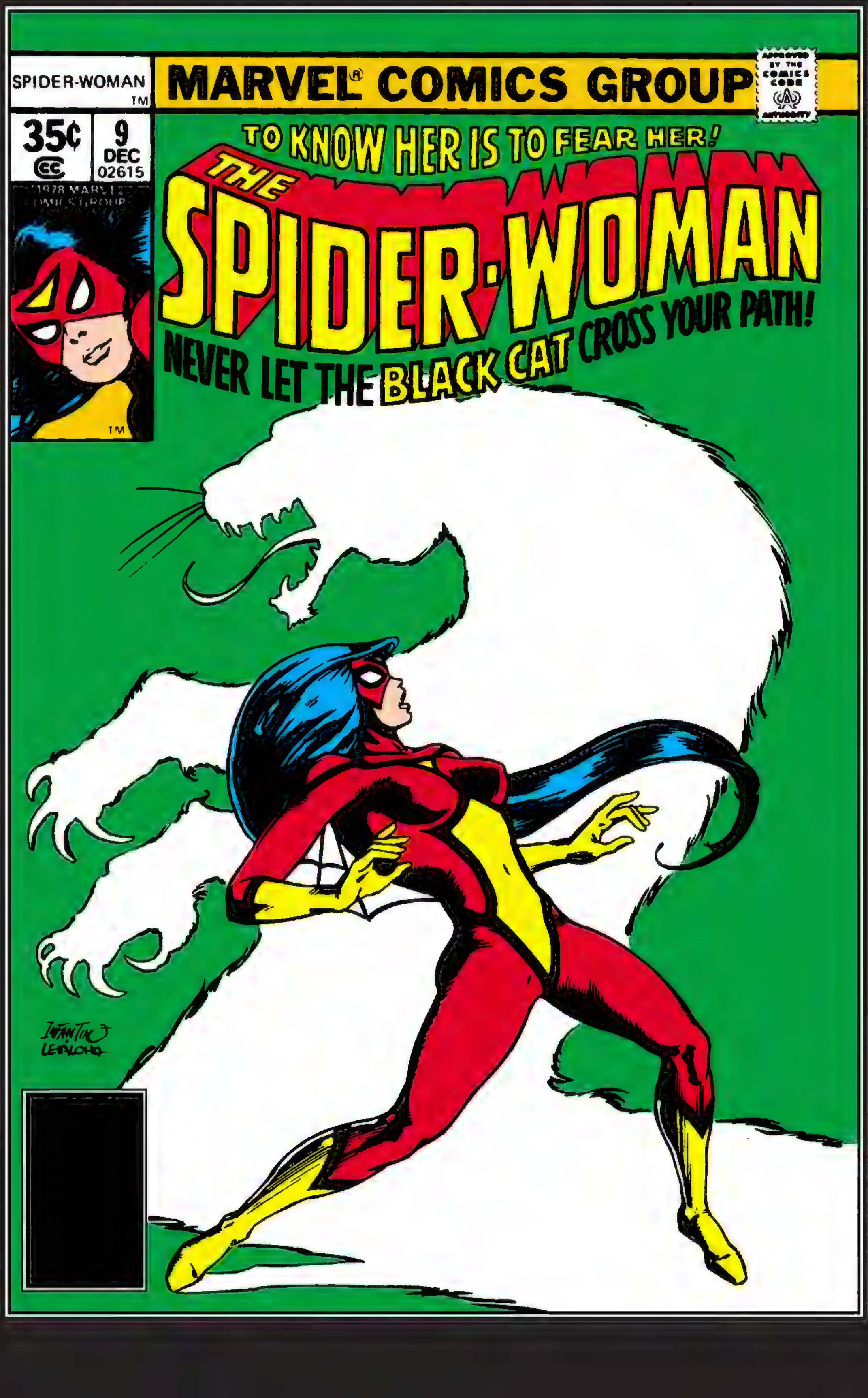
COPS CAPTURE FLY BY SPRAYING

Courtesy HeritageAuctions.com

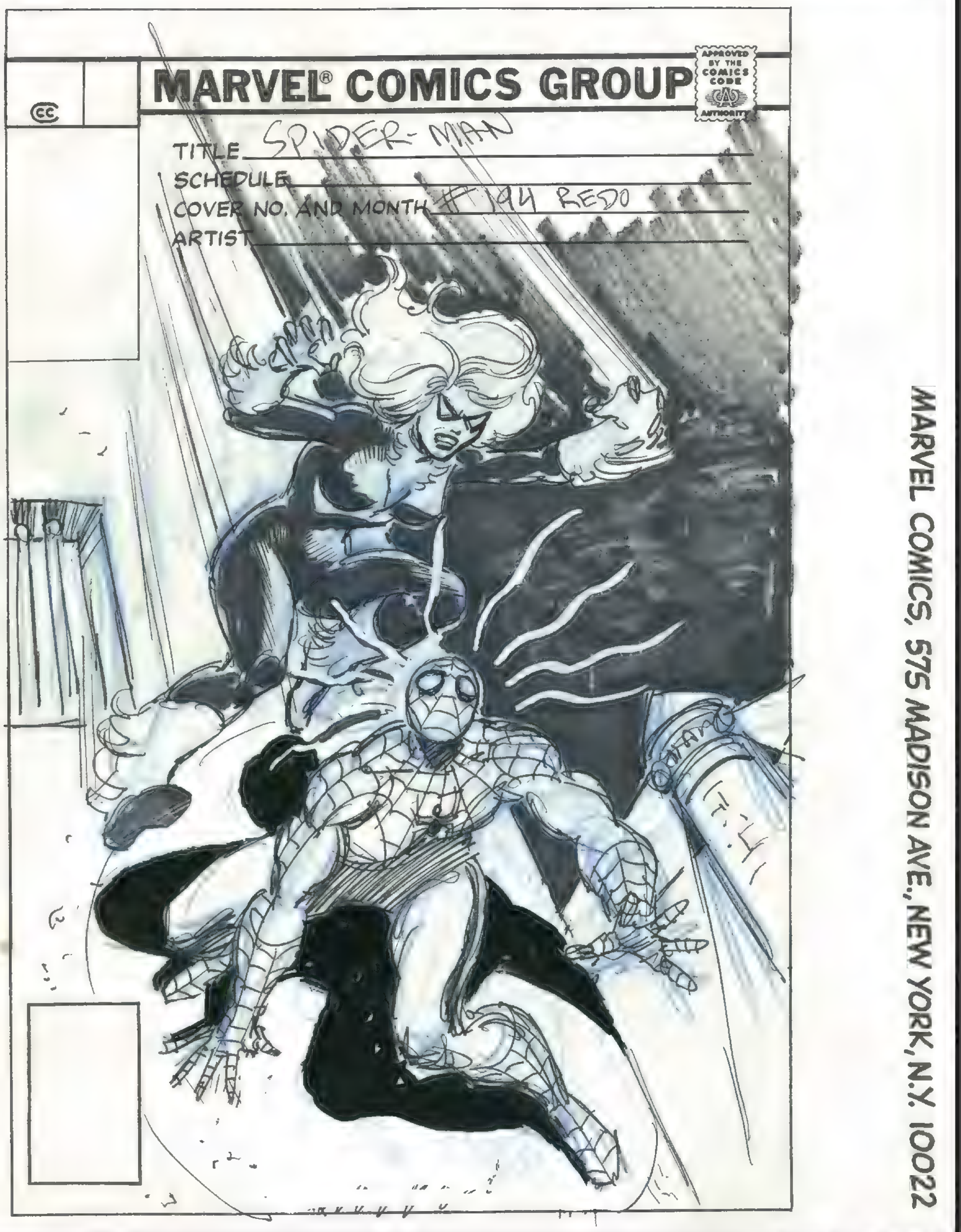
Marv Wolfman first conceived of the Black Cat during his tenure on *Spider-Woman*, as seen in this unused cover by Infantino & Leialoha. She was to be *film noir* inspired femme fatale dressed in a long gown and large hat with bad luck powers.



When Wolfman became *The Amazing Spider-Man* writer, he reworked his Black Cat cat concept into a more action-oriented approach; Dave Cockrum designed her costume. Her name, Felicia Hardy, came from Felix the Cat and the Hardy Boys.

The Amazing Spider-Man #194 unused cover art
by Keith Pollard & Bob McLeod

The Amazing Spider-Man #194 revised cover sketch
by Dave Cockrum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Courtesy Kimberly Smith

The Amazing Spider-Man #194, page 11 original art
by Keith Pollard & Frank Giacoia

CONTINUED AFTER NEXT PAGE

Courtesy HeritageAuctions.com

The Amazing Spider-Man #200 house ads
from January 1980 titles

IN AMAZING FANTASY #15 WE SAW:

THE BIRTH OF A SUPER HERO CLASSIC!

NOW MARVEL COMICS PROUDLY PRESENTS

SPIDER-MAN #200!

THE LEGEND CONTINUES!

SPIDER-MAN #200!

17 YEARS AGO, STAN LEE and STEVE DITKO CREATED A CLASSIC!!

THE LEGEND CONTINUES!!

The Amazing Spider-Man Annual #13, page 1 original art
by John Byrne & Terry Austin

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®

MARV WOLFMAN / SCRIPT / EDITS — JOHN BYRNE / PENCILS — TERRY AUSTIN / INKS — COSTANZA / letters — WEIN / colors — JIM SHOOTER / CONSULTING ED.

THE ARMS OF DOCTOR OCTOPUS

A MYSTERIOUS MURDER!

PETER PARKER--CRIMINAL?!!

SPIDEY'S IDENTITY--REVEALED!!

AND... DOC OCK'S GREATEST SCHEME!

WE CONFIDENTLY PREDICT--THIS IS THE STRANGEST SPIDEY SAGA--EVER!!

DON'T DARE PEEK AT THE SURPRISE ENDING OF OUR LATEST SPIDEY THRILLER!

LG401

TERRY AUSTIN

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Courtesy HeritageAuctions.com

The Amazing Spider-Man Annual #13, page 5 original art
by John Byrne & Terry Austin

I'M GONNA RUN YOU CLEAN THRU, CREEP!

SURE YOU ARE. GOT ANY OTHER STORIES TO TELL ME?

NO? THEN LET ME TELL YOU ONE!

IT'S ABOUT A DUDE WHO'S GOT THE *PROPORTIONAL* STRENGTH OF A SPIDER!

IT MAKES LIFTING UP THINGS LIKE THIS A *BREEZE!*

YEOWW!

WITHIN MOMENTS, THE AMAZING WALL-CRAWLER SUBDUES THE STARTLED GANG...

ALL RIGHT, BOYS...WHERE'D YOUR BIG, BAD LEADER RUN OFF TO?

HE'S THE ONLY CREEP MISSING.

STICK A *SOCK* IN IT, SPIDEY... WE AIN'T SAYIN' NOTHIN'!

ALL RIGHT, BOYS, HAVE IT *YOUR* WAY...

HE DOESN'T SEE ME... GOTTA GET OUTTA HERE FAST.

...IT DOESN'T REALLY MATTER. I STOPPED YOUR TAKE-OUT ORDER FOR TONIGHT, AND THAT'S GOOD ENOUGH FOR-- EH? *SIRENS!*

NEW YORK'S FINEST IS ALREADY ON THE WAY... SOMEONE MUST'VE TRIPPED THE ALARM!

WEEOOWEE!

AND, A FEW MINUTES LATER...

EDDIE-- *LOOK!*

JEEZ! THOSE PUNKS--ALL WEBBED UP!

SPIDER-MAN'S BEEN HERE!

BUT NOT FOR MUCH LONGER... TAKE CARE, BOYS!

Courtesy HeritageAuctions.com

BIOGRAPHIES

MARV WOLFMAN

Marv Wolfman's stints writing for movies, television, animation and novels mark him as a varied and highly regarded talent, but it is his comic book writing where he first gained prestige as one of the industry's most acclaimed talents.

His first forays into the comic industry were short tenures as editor and writer for both Warren Publishing and DC Comics, but it was after a move to Marvel in 1972 that his career began to blossom. One of his earliest hits was *Tomb of Dracula*, Marvel's adaptation of the classic Bram Stoker vampire. It was in the pages of *Tomb of Dracula* that Wolfman and Gene Colan unveiled the character Blade, the vampire hunter. This earthly hero was one of the earliest black heroes in comics and was introduced to further affirm the realism he sought to inject into the Dracula comic.

After editing Marvel's black-and-white magazines, he quickly stepped up the ladder to follow Len Wein as editor in chief. Wolfman had noted that the readership, who like himself had become loyal fans in their adolescence, felt it was important to have the stories Marvel produced "grow up" along with them. His editorial duties, however, stole time from his writing, so in 1976 he stepped down and took on writing full-time.

As writer of *Daredevil*, his two-year run preceded the Frank Miller era and included the introduction of Bullseye, now the most innovative and fearsome of Daredevil's rogues' gallery. Other work from his prolific Marvel tenure in the late '70s included lengthy runs on Marvel's two flagship titles: *The Amazing Spider-Man* (including the debut of the Black Cat) and *Fantastic Four* as well runs on *Nova*, *Doctor Strange* and *Thor*.

Moving to DC, he teamed with artist George Pérez and ushered in *New Teen Titans*. Most of the Titans came to life under his auspices, including Cyborg, Nightwing, Starfire, and Raven, as well as their nemesis Deathstroke. Next, Wolfman and Pérez delivered the epochal *Crisis on Infinite Earths*, condensing DC's complex 50 year history into a single, shared universe.

Taking a lengthy sabbatical from writing comics, Wolfman moved to writing for animation shows including *G.I. Joe* and *Transformers*, later becoming comics editor for *Disney Adventures Magazine*. He continues to write for DC Comics and more recently, has penned the nonfiction *Homeland, the Illustrated History of the State of Israel*. In 2011 Marv was inducted into the Eisner Hall of Fame.

KEITH POLLARD

One of its most high-profile artists in the late '70s and early '80s, Keith Pollard's tenure at Marvel was notable for his sleek, refined renderings of the company's most iconic characters. He broke in at Marvel in 1974, drawing such characters as Deathlok in *Astonishing Tales*, Shang-Chi in *Master of Kung Fu*, and the super-hero action of *Black Goliath*, *Ms. Marvel*, and Black Panther in *Jungle Action*. After a stint on the black-and-white *Rampaging Hulk* magazine, Pollard was ushered into the starting lineup of creators on three of Marvel's flagship titles.

Starting in 1978, Pollard provided breakdown art on *Fantastic Four* for the legendary Joe Sinnott to finish. Soon after landing his *FF* gig, he began penciling *The Amazing Spider-Man* and then took the reins from "Big" John Buscema on *Thor*, starting a run that would encompass the epic "Eternals Saga" storyline. All in all, Pollard's hand guided the visuals of these three prime Marvel titles simultaneously, and his tenures on each book are memorable additions to each title's legacy.

In the early '80s, Pollard took on a new stable of heroes at DC, drawing several issues of *Green Lantern* and launching *The Vigilante* with writer Marv Wolfman. He returned to regular series work at Marvel in 1989, once again drawing *Fantastic Four*. By 1995, Pollard retired from comics, although he is currently appearing at conventions and doing commissioned art for his fans.

RICH BUCKLER

Rich Buckler, along with John Buscema and George Pérez, helped define the '70s era of Marvel's flagship title, *Fantastic Four*. His dynamic style and muscular figurework carried on the tradition set by Jack Kirby. Buckler's first published artwork was a backup in King Feature's 1967 *Flash Gordon* #10, and in 1970 he landed work on Warren's *Eerie* and *Creepy* horror magazines. After illustrating a few backup stories at DC Comics, he turned to Marvel for his first feature work. By 1973, he was turned loose on *Fantastic Four* and other Marvel ongoing series like *Jungle Action* (featuring Black Panther) and *Astonishing Tales*, in which he and writer Doug Moench launched Deathlok the Demolisher. The post-apocalyptic story of Col. Luther Manning, their run on "Deathlok" was a defining vision of a future gone wrong. Its influence and themes of military rule, reanimation and killer cyborgs would be reflected in films from *The Terminator* to *RoboCop*. After a time with DC, where he teamed with Roy Thomas on *All-Star Squadron*, Buckler returned to Marvel for work on *Spectacular Spider-Man*, *New Mutants* and a return engagement with *Fantastic Four* in the late '90s when he collaborated with writers such as Steve Englehart and Walt Simonson. He has a thriving career outside comics as a surrealist painter.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue

but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man.*

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

AL MILGROM

Though arguably his highest profile in comics came as the fan-favorite editor of *Marvel Fanfare*, Al Milgrom has made significant contributions as a penciler, inker and writer over his four decades in the industry. Al came up in the '70s both assisting the legendary artist Murphy Anderson and later serving as one of Neal Adams' Crusty Bunkers art squad, in the meantime having his early work published at Charlton Comics, Atlas/Seaboard, Warren and the indie sci-fi anthology *Star*Reach*. His first major inroads in the industry occurred with Marvel, where he followed up Jim Starlin for a long run drawing *Captain Marvel.* Continuing with the sci-fi themes of his seminal creative efforts, he also drew the ongoing adventures of the Guardians of the Galaxy in *Marvel Presents*. At DC, he would develop Firestorm with Gerry Conway. In 1982, Marvel launched the anthology title *Marvel Fanfare*, which often featured Milgrom's editorial notes in cartoon form under the moniker "Editori-Al." While editing that long-running series, Milgrom also had ongoing stints penciling *The Avengers* and *West Coast Avengers* and drew the notable miniseries *Secret Wars II* and *Kitty Pryde & Wolverine*. He also scripted *Spectacular Spider-Man* and *Incredible Hulk.* Since the '90s, Milgrom has spent most of his time inking, with an impressive nine-year run on *X-Factor* and work for Archie amongst his many credits.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

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NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

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THE UNCANNY X-MEN VOLS. 1-10

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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